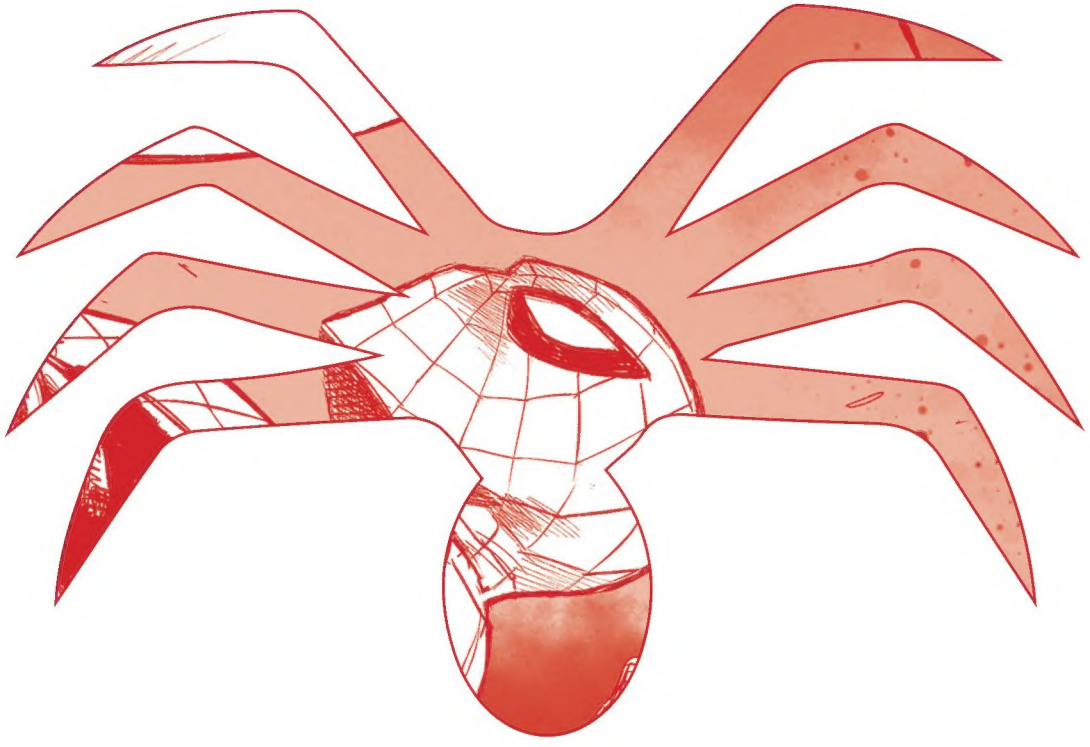
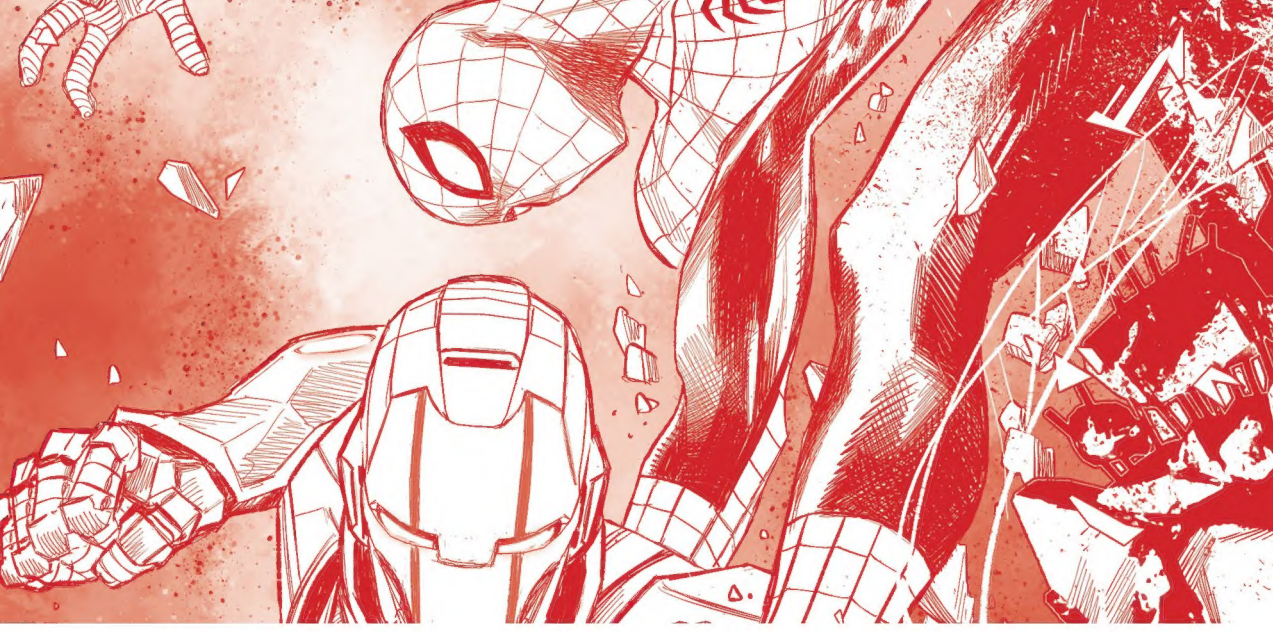
MARVEL
ULTIMATE
SPIDER-MAN
2
THE PAPER
HICKMAN
CHECCHETTO
MESSINA
WILSON





Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Six months ago, **TONY STARK** sent Peter that same radioactive spider along with a picotech suit and warnings of **THE MAKER'S COUNCIL**, a shadow organization that rules the world. Since then, Peter has used the incredible powers granted by the spider's bite to fight crime.

Fighting alongside Peter is the **GREEN GOBLIN**, A.K.A. **HARRY OSBORN**, who learned the truth of the world—and how his parents died at the hands of the Maker's Council—when his company, **OSCORP**, bought **STANE/STARK INDUSTRIES** at the behest of **WILSON FISK**, the **KINGPIN** of New York and a subordinate of the Maker's Council.

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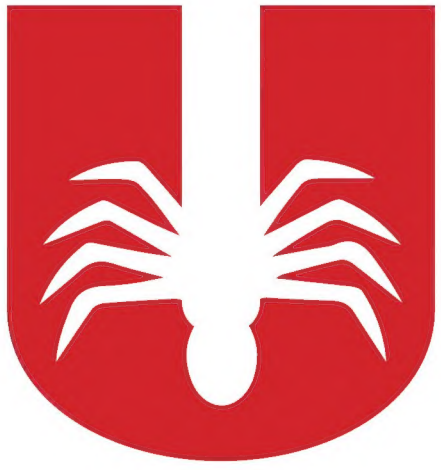

THE PAPER

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ULTIMATE SPIDER-MAN

CAST:

PETER PARKER
SPIDER-MAN

MJ WATSON-PARKER
PR GURU

RICHARD PARKER
PETER AND MJ'S SON

MAY PARKER
PETER AND MJ'S DAUGHTER

HARRY OSBORN
GREEN GOBLIN

GWEN STACY
BEN'S BUSINESS PARTNER

BEN PARKER
PETER'S UNCLE

J. JONAH JAMESON
BEN'S BUSINESS PARTNER

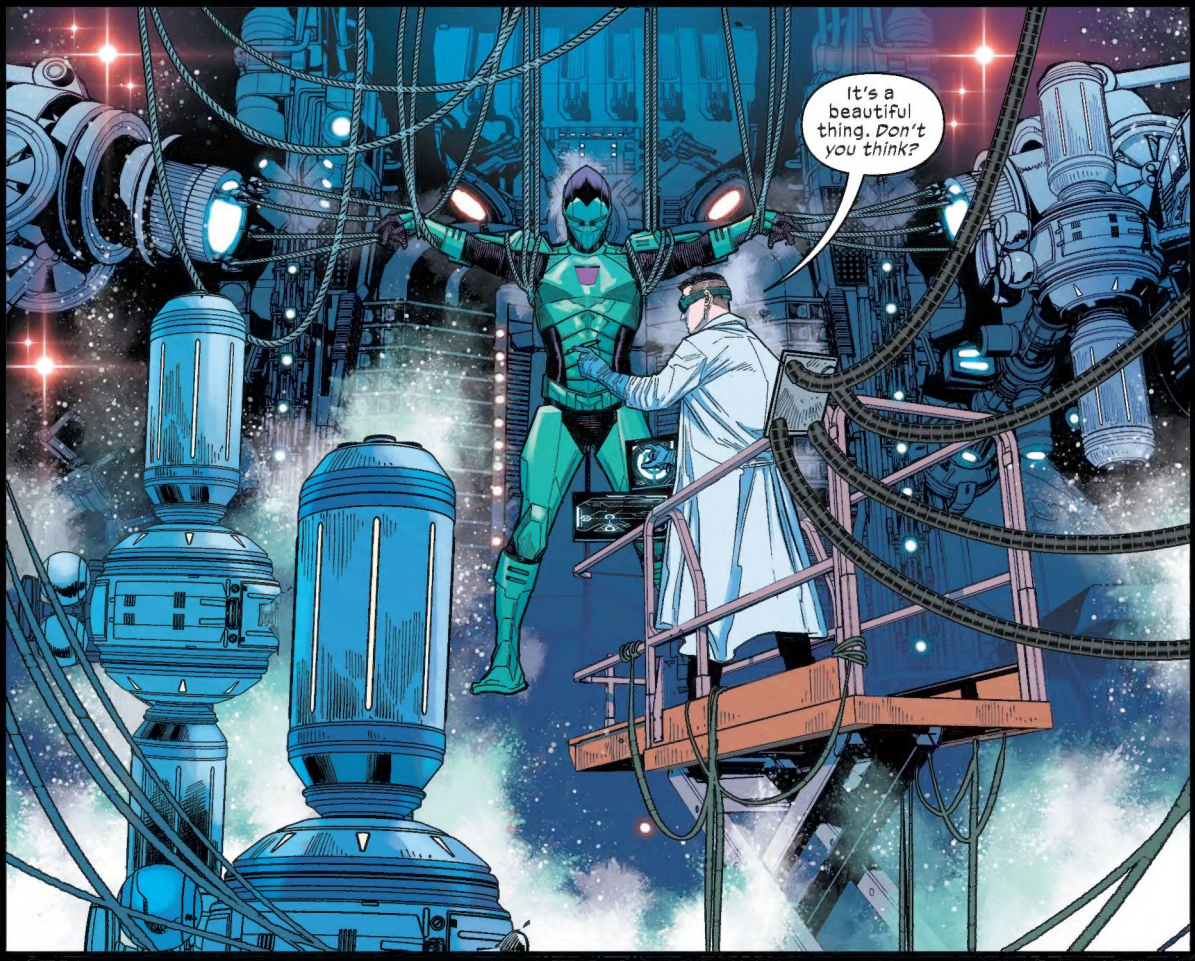
OTTO OCTAVIUS
OSCORP SCIENTIST

WILSON FISK
KINGPIN

#7 VARIANT BY **MARCO MASTRAZZO**

OSCORP
INDUSTRIES
ULTIMATE
SPIDER-MAN
7
User: Dr. OTTO OCTAVIUS
Password: **********
MARK 004
STONE
STARK
AN 459
RADIOACTIVE SPIDER
PICOTECH

JULY



Sure. I guess.
Who are you again?
This is Otto Octavius. Graduated from high school at 12, had his master's degree by 16, after that he was hand-picked by my dad to be Oscorp's resident big brain.
Dad said Otto reminded him a lot of me...if I actually had a work ethic, was reliable, and had anything remotely resembling an above-average intelligence.
Come on, Harry. You know that's not true...
Mostly.
As for the suit, this thing is so well-designed... complicated, but elegant. I do, however, think I've finally got my head wrapped around it.
See? What can I say? Dad could really pick 'em.
And why again do we need someone helping us?
Do you understand this stuff? At all?
...
Not a bit.
Well, there you go...

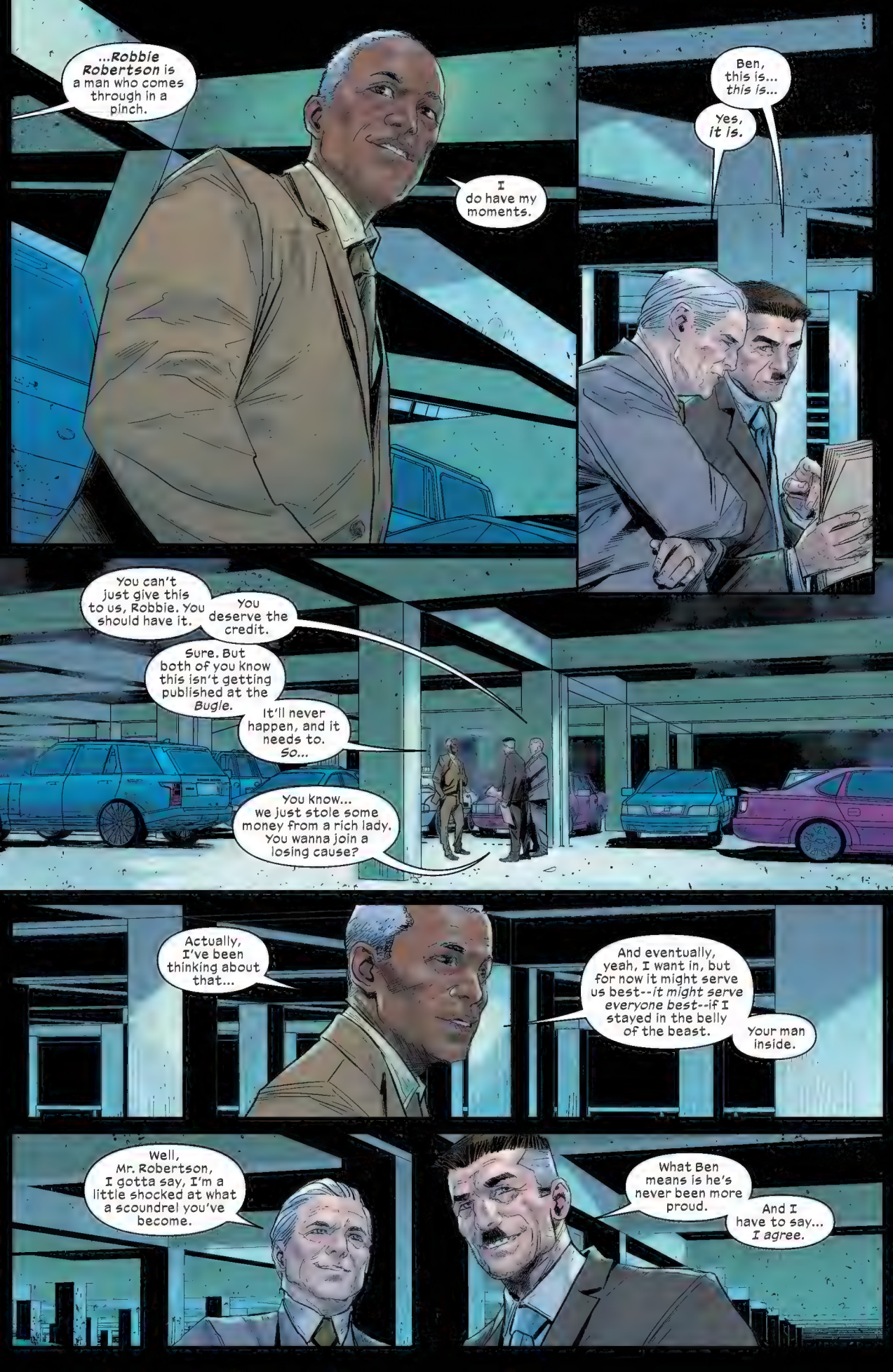
So here's where we're at:
Your suits are both Stark tech, but they were built using two completely different types of engineering.
Call it Stark 1.0...
...and Stark 2.0.
Harry, your suit is basically a dedicated piece of very sophisticated hardware. Top-of-the-line. Flawlessly constructed. If pressed, I'd actually call it the perfect war machine.
I mean, it's more than that. Sure. Navigation, propulsion and an onboard A.I. that's... well, I'll get back to that, but...
As a piece of tech, I can get inside it, customize it, do whatever we want. We own it now. Top to bottom. Back to front.
But this... this picotech suit of yours...
...it's beyond that. Highly adaptable, transformative and, well...
SCHNIPPKKT
Hey!
...that's going to take a bit more time.

Are you sure about this, Harry? He seems--
It's fine. When he gets like this, just let him cook.
...
You'll see.
Save you for later...
Anyway... where was I? Oh yeah, so both suits run on the same network. They don't have to--*they can operate independently*--but while they do, they're subject to network commands.
Which is how Harry shut your suit down the first time the two of you met.
Well, we're definitely going to put an end to that.
Heh. Fair enough. *Next on the to-do list.*
But here's the amazing thing about the suits. Up to now, they've both been running in a kind of safe mode.
They actually have an onboard A.I. that you can use for anything... combat analysis, life support, any kind of higher-function problem-solving really...
We just need to turn them on and give them a profile to map to.
A profile?

NAPOLEON BONAPARTE
ABRAHAM LINCOLN
Yes. Think of it as a personality... but it's more than that, really, more like a base-level consciousness.
I've prepared several archetypes to choose from. Napoleon. Lincoln. Caesar. Gandhi. I even made one of me, should you be so inclined.
So what will it be?
Well...
I like to talk to myself.
Not sure that offers the most bang for your buck, but your suit is more than capable of copying the brain patterns of its host.
What about you, Harry? You've always struck me as the Caesar type.
So. If you have enough data, can you construct a profile from historical or personal records?
If they're extensive enough... and if we have access to them.
...
I don't think that'll be a problem.
Then, sure, it should work.
Who'd you have in mind?
My dad.

The Paper.
This is the building?
Yeah. Don't freak out.
It's got good bones.
You know there's a thing that dead things do where after a while *all that's left* are the bones, right?
You know, most people know better than to judge a book by its cover.
I think you'll be surprised with what we've done.
PARK
All right. *After you...*
Let's see what my money's bought me.
Hrmpt!
What?
They're not here. Door's locked-- they left a note.
What's it say?
"Sorry. Had to run out...
SORRY HAD TO RUN OUT...

"'...something came up.'"
B1
Anyone here?
B1
Hello?
Over here.
Nice ambiance. Very cloak and dagger. So why, exactly, are we meeting down here?
Well, Jonah, I wanted somewhere *private*. And ***this*** is ***private.***
It is. But it's also pretty dark, the elevator doesn't work, and so we had to take the stairs. You know I have a bad knee.
I thought you had a bad hip?
It's both. So this better be good.
Uh-huh. *Whatcha got for us?*
Well, I'll say this...


...Robbie Robertson is a man who comes through in a pinch.
I do have my moments.
Ben, this is... this is...
Yes, it is.
You can't just give this to us, Robbie. You should have it.
You deserve the credit.
Sure. But both of you know this isn't getting published at the Bugle.
It'll never happen, and it needs to. So...
You know... we just stole some money from a rich lady. You wanna join a losing cause?
Actually, I've been thinking about that...
And eventually, yeah, I want in, but for now it might serve us best--it might serve everyone best--if I stayed in the belly of the beast.
Your man inside.
Well, Mr. Robertson, I gotta say, I'm a little shocked at what a scoundrel you've become.
What Ben means is he's never been more proud.
And I have to say... I agree.

A black hole in Manhattan.
A building that doesn't exist.
The building's locked down and the surrounding area's secure...
You've got a twenty-minute window, sir.
Has our guest arrived?
Yes. We have him in the Agamemnon room.
C'est une chambre si grande pour un homme si petit.
Well, let's not keep him waiting, non?

Monsieur Fisk.
...
I never met him.
It's not surprising. I always got the sense that he didn't care for people, meeting them or otherwise.
Still...
All hail the great Maker-- he who remade the world.
A towering man of vision. And now what remains are *we*... the protectors of his dream.
No small burden, is it, *Monsieur* Britain?
Non, ce n'est pas.
I understand that you've lost one of my agents?
I didn't lose him-- he just decided to up and disappear.
Or be disappeared. I've seen no body.
You don't know?
I can't confirm anything.
It happened at one of your properties. I'm surprised there's no footage of the encounter.
The assailant used some kind of close-proximity E.M.P. I've taken precautions against that happening again, but as for this, we have nothing.
A pity. *So...*

It seems you were right and I was wrong. This has grown into a much larger problem than I first believed.
A lesson I have learned myself recently.* But do not worry...I have a solution.
*See Ultimates #1. --Wil
Is that so?
It is. I come bearing gifts...
An entire team of my agents.
It embarrasses me that I lack a more subtle out...but I suppose there are worse ideas than throwing numbers at the problem...
What do you say, Monsieur Fisk?
I say... no thank you.
What?
I do not need them.
I know my adversaries can be beaten. I know how to do it. And I will do so. On my terms.
Well, look at you...behaving like a king of his own kingdom.
And will you offer me some small hint of your plan?
Just know this: I do not have...a plan.
I have six of them.

Later.
WHAM
Not gonna lie...
...I felt that.
Sorry.
Need a hand up?

Thanks.
So...
You get what you need?
I think so. Now we have a baseline for suit performance in a tactical scenario...
The next step is activating the suits' A.I.s and recording any changes in functionality.
But just to be clear, once they're on, they're on. I'm pretty sure we'd have to completely reboot the suits to turn them off for good. *Understand?*
Sure.
Ready when you are.
Here we go...
ZZZWWW

Anything?
I'm not--
Oh...
All right, son...
...show me what you're made of.
Hey, Pete... sorry about this, but my father says I have to kick your ass now.
Whoa-- again--easy on the identity-ecretsey. But you know, good luck with all your daddy issues.
Speaking of dads... you know who's a good one? We are. Just the best. Love those kids. And both their birthdays are coming up. We should get them something good. Really good. I bet Harry's dad gave the worst presents. You can tell. We should take it easy on him.
Yeah.
You know what, Harry? Maybe this isn't the best idea.
No. No. We're doing this...
Hit me.

Okay, but remember that you asked for it.
Whoa. You couldn't do that befor--
WHAKK
Gotcha!
Good. Good.

THWIP
A fight isn't won after one good punch.
I know *that.*
Wooooffff!
And never let your guard down. There's always someone out there trying to beat you. Hurt you. Take everything from you.
They killed me. What do you think they'll do to you?
WWHAM
OOOOFFFF!
Soft. Soft. Soft.

Soft!
Close. But no banana.
I always wondered... just how weak you are, Harry.
You're not avenging me, son. You're embarrassing me.
I'm beginning to think I know.
HUUUFFF!

RRRARRR!

OOOOFFF!

Ow. That hurt. We okay?

Yeah. Our diagnostics are within acceptable levels. We'll be fine.

But he needs therapy.

You think?

Well, Dad...

...how was that?

...

Acceptable.

Oh...that's odd. A *third* carrier signal?
Something's... something's...
You okay?
Need a hand?
Oh, now you go easy on me?
Heh. Don't act like you didn't get in a couple good ones.
But sorry if I went a little--
Hey!
Little problem here!
What's wrong, Otto?
Third carrier wave. Another signal on the Stark network.
I tried to lock it out, but there's a back door, and it has--
Oh. It's... it's *here.*
ZZFFT!
I told you I'd be back in six months...

...and here I am.
I just have one question for you:
Are you a hero yet?

#8 VARIANT BY **LUCIANO VECCHIO**

ULTIMATE
SPIDER-MAN
8

WED 5:00 PM HEAT INDEX
97
Boston
95
New York
102
102
AUGUST
I think we're going to be late.
...
Peter? I said, I think we're gonna be late.

Hello. Earth to Spider-Man.
Anybody home?
Sorry.
What were you saying?
We're gonna be late.
I was thinking you and Ben could swing by and grab the cake while the kids and I head straight over?
Yeah, of course. No problem.
Hey. You okay? Something wrong?
Well, I have a lot on my mind. Most of all...
Can you believe our kids are gonna be a year older?
No, I cannot. Because that means I'm a year older...
...and so are you.
Oh, by the way, don't forget to get candles when you pick up the cake.
Candles. Cake. Got it.
All right, kiddos. Let's go.
No. No. Not today.
We have a brand-new, very strict, no-costume policy at Parker birthday parties.

Well, that's *disappointing*. But tell the kids I said happy birthday.
What the--?
How... how are you ***talking?***
I talk all the time, Peter. I believe we've even had conversations.
Okay. ***Sure.*** But that's when I'm wearing the suit. And you're just a voice in my head.
Yes. Same as right now. I'm not actually talking out loud. You're imagining this.
What?
Just kidding.
Hilarious. And people think I'm not funny.
And those people would be very, very wrong.
True. But ***you***...talking... how in the world?

I'm a perfect replica of your psyche housed in a totally independent, completely adaptable pico shell.
Of course I can talk.
Okay. And what else can you do that I don't know about?
Oh...I can do all kinds of things, Peter.
I gotta go...but we're going to talk more about this later.
I look forward to it.
And please remember to wish the kids happy birthday for me.
"So I have questions about my suit..."

Three weeks ago.
Oh, yeah?
That's the first thing you want to ask me about?
Well, I have more...
And so do I.
But, yes, actually. I don't get it. Why is my suit so different than his... and yours for that matter?
It was the last breakthrough my father made before...
It...it was the last thing he made.
Anyway... the picotech is revolutionary. Way beyond anything I know how to make.
When I was putting together the packages to send back in time, I thought it should go to someone who might need it the most.
Something special...for someone special.
Thanks. Seriously, thank you. That's the nicest thing anyone has said to me all day...
I mean, this guy's been punching me for hours while the other sicko just watches.
Still, I gotta ask...what do you mean? What makes me so special?
You don't know? Of course you don't. How could you? You don't have the--
You're special because...well, you're top of the list.

List?
What list?
There's a database that exists.
When the guy who built this... great society was eliminating all potential resistance or opposition, there's a handful of heroes that he deemed "mission critical" to erase from history.
They're the ones who had to go. Top of the list.
Wait. That wasn't in any of the files.
We did learn about the Maker and what he did, but Otto's right. There was nothing in there about that.
You better not be lying.
I'm not.
And who are you supposed to be...in that suit of stolen armor?
Don't worry about that.
Hrmpt.
What the--?
SHNNK
Hrmpt!
See? Not so cool when someone does it to you, is it?

I know that face. You're Harry Osborn.
You stole my birthright.
Actually, I paid for it.
Pennies on the dollar?
After what I've learned? Fair price for a company run by traitors.
I went to bed one day, loving the world and seeing it how a child does...
...and then I woke up into a world of monsters and men. Never again able to sleep so soundly.
None of our fathers are perfect. Especially mine.
So what now?
The Maker returns in a little over a year.
Best get ready for him.
Where was I?
Excuse me?

Where was I? On the list?
You weren't on it. At all.
But if you're hanging out with this guy, I'm sure you'll grow into the suit.
So keep it. And the company. I've moved on to bigger things.
I guess we all have.
I'll be in touch.
He seems okay. What did you think?
Otto...
Yes?
We have to find a way to upgrade the security of our suits.

NOW.
I'll have a deli sandwich. And we're in a hurry, son, so... to go.
...
Sir, this is a bakery.
Hey, Ben?
Yeah?
I don't remember Jonah being invited to the kids' birthday party.
...
Don't tell him I said this--'cause he'll deny it--but I think Jonah's a little lonely.
Really?
So it's like this: You got a bakery and that means you got bread. You take two pieces of that bread and just stick something in the middle. Maybe season it up. You do that, then you're golden.
Yeah.
He also brought a gift for Richard.
That's... unusually sweet of him.
He has his moments, Peter.
CAKE
EAT CAKE

Got a pickup for Parker!
BILLY
That's me.
Candles?
They're in the box.
Great. Thanks!
Did he get anything for May?
I don't think he knows it's her birthday party too.
He didn't... How does he not?
Their birthdays are in the same month.
He has his moments, Peter. I didn't say anything about him stringing a series of them together.
Cream cheese on a croissant. That's what I'm eating. Is this what the world's come to? Is this all there is.
Did you tell him about the thing?
I hadn't got to it yet...
...I was waiting for the right time.

What?
What?
The *Paper* officially launches next month.
When it does, we want you on board.
Ah. You see that look in his eyes, Ben? He's gonna try and negotiate.
Better let me handle this.
Hmmmm.
Guys, look, I've worked at the *Bugle* for over a decade. I've had other jobs, sure, but this is my *career*. There's security... I have a 401k...
...a family. I just...
Look, there's a lot of stuff going on in my life right now.
I'm just not sure it's the right time.
Are you really gonna say no to me?

You know, you're not making this easy.
And that's not a "no."
Of course it's not a "no."
Peter's a grown man and he's not afraid of hard choices.
Plus I'd have the two of you--*and this endless banter*--to look forward to every day?
And some weekends.
...
I'm going to have to talk to MJ.
Well...
...tell her you're getting a raise.

Later.
VESTMENTS
ARCADE'S
STAN'S
You're not beating me.
Of course I'm beating you, Dad. You're old and you're slow.
TRAFFIC EN

No. I'm in my prime, kiddo.
...
But even if I wasn't, I'd still beat you.
DANCE DANCE
Come on, Dad. Are you really going to beat me on my birthday?

Don't sweat it, May. You got this.
But be careful. Your father's not the best dancer...

...but what he lacks in talent, he sure makes up for with effort.

Hey, kid.
Oh, hey, Mr. Jameson. I didn't know you were coming.
Well, I'm not normally much of a party person, but your uncle wanted me to tag along.
Don't tell him I said this, but I think he gets lonely sometimes.
Yeah?
He doesn't seem lonely.
That's because people do a very good job of hiding that.
Oh.
Do you ever get lonely, Mr. Jameson?
Of course not.
I'm the most interesting man in the world. Everywhere I go, people love me. But...

...when I was your age, I used to be lonely all the time.
I didn't really have many friends at school. I was off reading in the library or in the back of class.
You know anybody like that?
Yeah. Maybe...
What about when you were older? After school?
Well, it's different. Getting a job does that. You learn about purpose and responsibility, and that colors how you view everything.
Then it's no longer enough to be interesting or charming...or even popular.
It's more complicated than that. So most people? They come and go...
...but if you're lucky, you meet someone who cares about the same things you do. Like I did, with your Uncle Ben.
Here. I got you something.
Whoa. You wrote a book?
I NEVER LIE
LIFE LESSONS FROM J JONAH JAMESON
A couple years ago. I did it in my spare time. Between stories at the Bugle. I sent it to a couple of publishers, but no one was interested.
There's no accounting for taste, right?
So I published it myself. I think I actually lost money on it, but it was out in the world. It was mine.
And now it's yours.
This is really cool. Thanks, Mr. Jameson.

You're welcome, kid.
Who wants cake!
What d'you say we go join the party.
Yeah. I'd like that.
ECRET WAR

Fisk Tower.
Are they all here?
The last one is arriving now, sir.
I hope the task didn't prove to be too difficult.
Considering I didn't know that some of them even existed before this week, gathering the heads of the other five boroughs for this meeting was--*I admit*--a difficult job.
But it was a job well done, sir.
Only I can be the judge of that, Mr. Wesley.
Mr. Fisk, I've been with you for almost a decade. During that time, there isn't a single...*legitimate* business venture of yours that my hands haven't touched. My record is... ***exemplary.***
Yes. But this is your first step into the ***real world,*** James...
Are you sure you're ready for it?
I've been waiting my whole life for this, sir.
"Then tell me what you've learned so far."
"I've learned that while you rule Manhattan with an iron fist, the heads of the other five territories tend to be...less direct while exercising control.

"Take Martin Li, for example. He's the C.E.O. of the F.E.A.S.T. Foundation by day.
"It's a philanthropic outreach that provides food and shelter for the needy of New York. Seemingly a good, possibly even great, man.
"But by night, he runs the gang known as the Demons who hold Queens tightly in their grasp.
"Their dominion is untraceable. The occasional enemy who threatens them often crumbles from within, only needing a light push to topple.
VIDEO SECURITY SYSTEM 24 HOURS
tral Bank
"I now know that this is because Mr. Negative possesses psychological superhuman abilities. Namely that of mind control.
"This is a secret closely held and easily maintained. After all, no reputable news organization would publish these rumors. And the *Daily Bugle* takes great pride in denying them.
"Mr. Li is reserved, predictable and your most dependable lieutenant.
"On the other hand, there's Walter Hardy.
Mr. Li, so nice of you to join us.
"Once considered the greatest top-floor thief in the world, the notorious Black Cat seemingly retired after having never been caught.
"Once retired, Hardy used his acquired wealth to consolidate and control his territory in the Bronx.
"He also started a family. Tragically, his wife passed away several years ago, leaving behind only a daughter.

"Outwardly, he appears to be the picture of a good soldier. Privately, we know he goes out on the prowl every night.
"He doesn't do it for money, he does it for the thrill. He's in this for entertainment...
"As such, his motivations are often unaligned with yours. I think that makes him dangerous.
To your health.
Thank you.
I don't see anyone else. Are we early?
No. You are much, much too late...
"More dangerous and more directed is Sergei Kravinoff.
...if you wish to catch someone like me.
"He is a billionaire oligarch, excommunicated from Russia during the Rasputin Purge.
"The mutants were very clear: He is no longer welcome in the motherland.
"He is a hunter, born of a long line of hunters. He has hunted, and killed, most everything that can be. And he always hunts in pairs...
"One he kills. One he saves. Both trophies he preserves. The former is displayed in his lair--the latter, for the public, in his zoo.
"I do not think he will be satisfied until he has killed one of everything.

"Until that day, the Hunter of Staten Island prowls.
Am I trying to catch you? No.
But if I were, I have eyes and ears all around New York. I hear everything I need to hear.
So long as your men are reliable.
And others are never as reliable as oneself.
No. My men are always reliable.
While I do love mind control...
It's not the same thing as loyalty, is it?
Must you do this every time?
No. But I do.
"Brooklyn is Mysterio's.
"Beyond that, of him we know nothing.
Mysterio...
Yes?
Have you gotten shorter since our last meeting?

Of course not.
Everyone hungry? Ready to wet your beaks?
"And the last of your lieutenants? Well...
Always up for fun and games...
But we're one short.
"Most people think there are five boroughs, but there are actually six.
He doesn't use the front door.
"The underworld is larger than all of the other five combined, and it is the foundation on which they rest.
"Some people think they can escape your iron fist.
Let's go inside.
"They think they can slip through the cracks. Disappear. Go underground. Well, that is *his* domain...

"The Mole Man is your oldest and most loyal comrade. So I would watch him closely...
"They always have the longest knives."
Hello, Wilson.
Must be something important to bring us all together.
Indeed.
This city is *mine.*
And what is mine I have divided over the years and given a portion to each of you...
But now it seems our city has an infestation. Some *rats* have *forgotten their place.*
And do you prefer that the six of us should *catch* them...
...or should we *kill* them?
Actually...
...I was thinking we could make a game of it.

#9 VARIANT BY **CARMEN CARNERO** & **NOLAN WOODARD**

ULTIMATE
SPIDER-MAN

SEPTEMBER
You guys want the bill?
Actually, good sir, what I want is another drink.
Make it two. Because the occasion calls for it.
Absolutely. If you've ever wondered what success looks like, this is it.
I mean, just look at these faces. Can't you tell we're celebrating?
CHEERS
BAR OPE

Sure.
Shall we drink to our success?
Oh, no... to victory and achieving everything we've ever wanted.
RULES
Here she is now.
There they are: my two favorite entrepreneurs.
Careful, ma'am. They're celebrating.
Well, they should be...
I'll have whatever they're having.
What's with the sour looks, gentlemen?
Did something happen I don't know about?

No, MJ. I think you pretty much covered it when you called us here to meet you.
I don't get it. That was...good news.
Says you...
Just look at this nonsense.
THE PAPER
SPIDER-MAN STOPS CRIME WAVE IN ITS TRACKS!
"Spider-Man stops crime wave in its tracks!"
THE PAPER
SPIDER-MAN FOILS BANK ROBBERY
"Spider-Man foils bank robbery!"
COURTESY YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN
THE PAPER
SPIDER-MAN AND FRIENDS BREAK UP CRIMINAL RING OF DEMON MASKS SURGE
"Spider-Man and friends break up criminal ring: Sales of demon masks surge."
And on...and on...
It's our first month of the *Paper* being live and eight of our top ten stories are about Spider-Man...
...and that's because we only have eight Spider-Man stories.

I don't get it.
People love those stories. And Peter has gotten some great pictu--
We know...
But our intention--what we want--is to do serious stories that no one is covering.
Stories that people are afraid to talk about. Instead, all of this is decidedly *not serious*. It's just... *sensational*.
Well, I would call it *amazing*, but you two are not getting it.
...
How 'bout you explain it to us.
First, you have the fastest growing online presence since, I dunno, probably Simon Williams.
And how did that work out?
Not great, but that's not the point. Because two, virtually overnight--*and primarily because of your Spider-Man coverage*--you have a massive--***MASSIVE***--new audience.
The *Paper* has a subscriber list that already numbers several hundred thousand readers, and it's growing like crazy every day.
I showed you the projections, right?

In the next six months, the two of you are going to be bigger than the *Bugle*.
Oh, I do like the sound of that.
You bet, and thank you for all the marketing genius, MJ. We couldn't have done it without you...
But there's a story we're working on that people have to--
Listen to me.
Of course they love the icing... but I'm betting that they'll also love the cake.
So the only thing you need to keep in mind is this:
These numbers? What they mean is the devil cannot cast you out.
They mean you can write whatever you want, and people *will* see it.
BAR RULES
CHEERS
Now, do you guys wanna continue this sad country song?
Or should we all get back to *work?*

Oscorp Skunk Works.
You're late.
Well, we were a little busy, Otto.
Fighting crime. Saving babies from burning buildings. We had lunch at Ameyama's...
I didn't think it was gonna be good--*the menu was weird*--but I kinda loved it.
Eh, it was *fine.* Anyway...you called, we're here now, so what do you have for us?
Just a little thing I like to call ***freedom.***
Heeeeyy! Cool. So that's a credit card that gets paid off every month no matter what you spend?
Actually, having money just makes life a little more frictionless--
--easier--
--which doesn't mean happiness, and it certainly doesn't mean freedom.
Freedom is answering to no one, no matter what.
I think some people call that selfishness, Harry.
No. Actually, that would be--
Ahem!

It's freedom from Stane. It's freedom from Stark.
For both of you.
Ah. Nice.
How'd you do it?
Two solutions, obviously.
Yours is a firmware update for the suit. It's kind of simple, really.
As you know, there's a carrier frequency that all Stark tech uses. This just overlays a second frequency over that.
Individually disrupting the Stark version and additively creating a new frequency for us to use.
Which we will modulate daily, so they can't do the same back to us.
Well done, Otto.
As for you, Spider-Man...
I've had to go a little further outside the box as your suit remains a hyper-advanced enigma I can't solve.
Therefore, you're going to need a new one. Which I have taken the liberty of designing myself.
Would you like to see it?
...
Give me a second.

So what do we think?
Well, I'm offended for you and, personally, my feelings are a little hurt. I mean, I understand why we don't want Stark to be able to track our movements, but...
...not sure I'm as worried about it as they are.
Yeah. I think they're taking it personally. Still...
Yes. We've been a little reckless, and a bit of caution probably isn't a terrible idea.
What's he doing?
Talking to himself.
He does that a lot.
So what do we do with you?
I'll bet you a limitless credit card whose balance gets paid off every month that the good doctor tries to keep me.
Let's see.
Hey, if I use the new suit, what do we do with this one?
I was thinking the best thing to do would be to build some kind of containment/Faraday cage for it. That seems like the safest choice...
Plus, it would give me more time to figure things out. You know, play around with it a little bit.
Don't you dare leave me with him!
Yeah. Not a chance.
So what do we do?
I could stay at home until things get sorted out.
Worst-case scenario, I'm the best home defense system you could possibly have.
I was gonna say no, but Stark already knows we live there... it's where he delivered you to me.
So that's a nonissue. And it solves the problem of him being able to track us while Harry and I are on missions.
I think it works.
Me too... I guess all that's left is seeing the new suit, right?
Yeah.

I want you to know that regardless of what's underneath that tarp I'm gonna hate it.
And I'm gonna miss you.
Me too, Pete.
All right, Doc, let's see this suit.
May I present to you the Spider-Armor Mark I?
Yes, different than your current suit, yes, while also retaining almost the full complement of those abilities.
(Minus the ability of camouflage, that remains...beyond me.)
I took the liberty of optimizing your web-shooters. This runs off a cartridge system, but now the web is capable of holding an additional five tons of weight.
Rocket launchers, concussions bombs, stun webs and a cutting laser are some of the new additions...
The suit is also bullet-, E.M.P.- and explosion-proof. It's made from a heavy-duty titanium-based alloy and sealed with a flexible second skin. Nothing's getting inside that isn't microscopic.
And, most importantly, it's connected to all of our systems. You will have full access to Oscorp's data files...and we will have full access of your diagnostics. To ensure maximum performance, of course.
So what do you think?

...
...
I think I'm good.
What does that mean? "You're good."
It means, no, man. No.
That's... no.
No?
I think what he's trying to say, Otto, is thank you and that you do a very good job for us...
But, perhaps, it's too much suit for him. Spider-Man is lithe, agile...
Hmmm. Yes. It's possible the suit is too generalized. Maybe even a tad overdesigned.
There is a...simpler solution.
Cool! Whatever it is...
I'll take it!

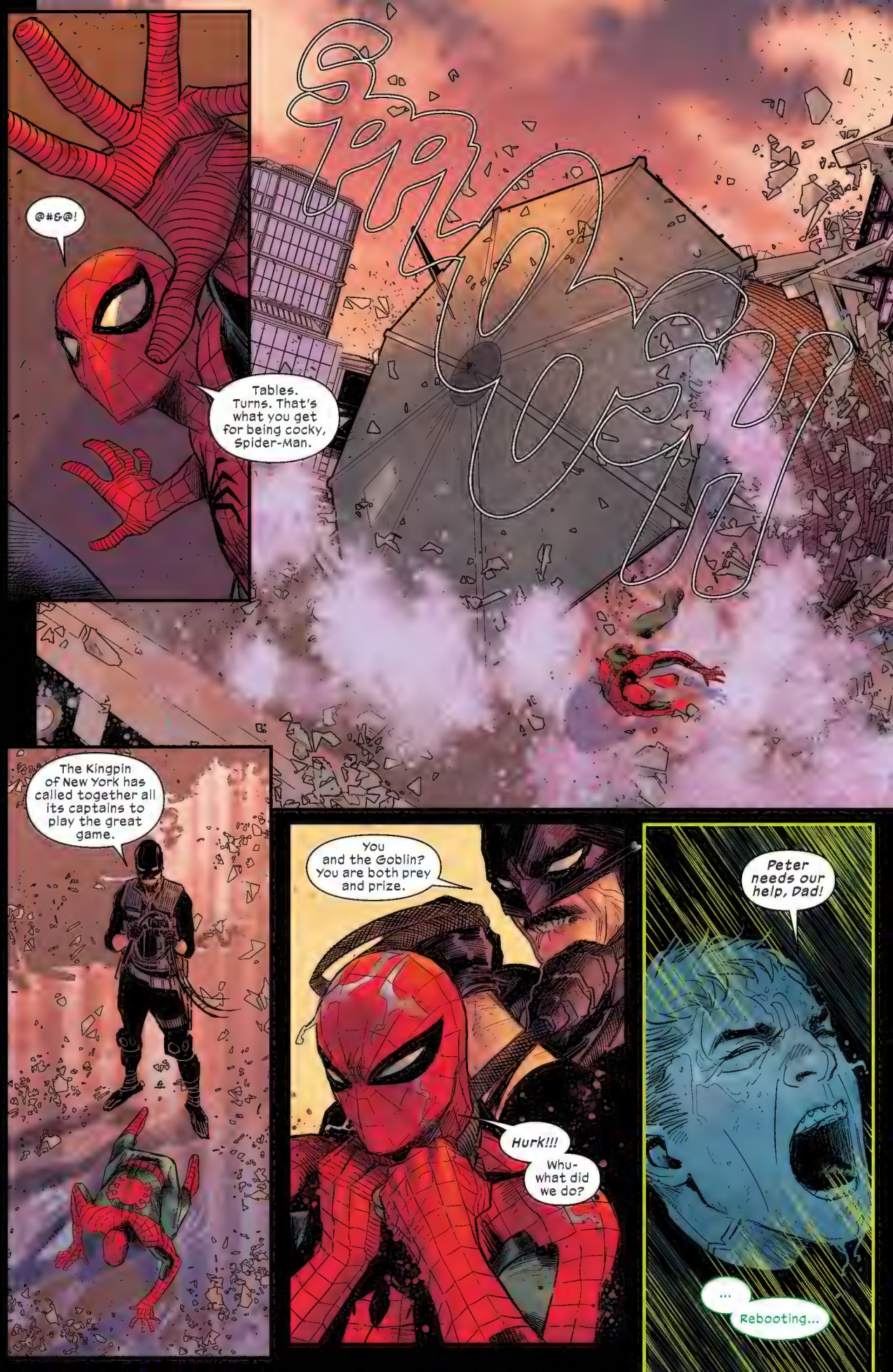
The Paper.
So, let's go over it-- whadda we got?
A lot. Financials, internal memos, some legal paperwork that's clearly the beginning of a very long paper trail...
Ton 'a noise, but also a whole lotta signal.
So it's a dig.
Robbie came through...and though it's taken months of prep and no small amount of hard work, we're about ready to go.
The question is...
...once we start digging...
...what are we gonna find?
Only one way to find out.
STONE STORK

Later.
... I really do like your new suit.
Man, shut up.
No, really, Peter. I mean it. It's nice.
It's spandex.
Well, to be fair to Otto, he was very clear about it being a spandex-Kevlar composite.
What if it shrinks when I wash it?
Oh god. MJ's never gonna let me hear the end of this.
Speaking of your better half...
How would you guys like to go on vacation with me and Gwen in December?
We always go to our place in the Hamptons for the holidays.
We didn't go last year because of...well, you know.
But it'd be nice to have friends there. Could be fun.
Harry.
Yeah?
That's Christmas. We have kids. Extended family. We do a whole thing...
Why don't you guys hang out with us instead? MJ really puts her back into it.
I'll check with Gwen, but it's gonna be a no. Once she makes a plan...
It's not really her plan anymore. It's our plan.
Heh. I--
Oww.
What?
You ever get that? Ever since I got my powers, sometimes I get a feeling like something bad's about to happen.
That's because something bad is always about to happen.

No. It's--
LOOK OUT!
Whu--?
THUNNKKKK
ZZZZZKKKTTT
Hurk! Hurk!
Can't...
...move...
Suit's locked up!
It's fascinating, really...
We have amazing engineers building such fabulous weapons for our great game.
All the other players gave that device almost no chance of working against either of you, but I knew immediately it was the one for me. What can I say...
...I do love long odds.

He better be okay.
I'd worry about yourself.
You're both in the same boat after all.
Dad? Can you hear me?
...
You know, it's not polite to start a fight without introducing yourself.
Here, I'll go first. I'm Spider-Man, and you are...?
Oh, I'm a shadow in the night. A whisper of a dream.
My friends-- *what few I allow myself to have*-- embarrassingly call me the Velvet Blade...
...but my enemies...
OWWW!
SSSHRACK

...they call me the *Black Cat.*
I felt that.
Maybe don't do that again.
I think you will find, little spider, that I will do...
...whatever I want.
Whenever I want.
To whomever I want.
Actually, not to be a stickler, but I think it's *whoever,* not *whomever.* Or wait, maybe that's backwards... either way...
Why'd you attack my friend?
Actually, at the time, I wasn't aiming for him--I was aiming for you...
I suppose the moral of that story is: Men like me? *We cannot miss!*
Ha! Well, you just did!
THUNK


@#&@!
Tables. Turns. That's what you get for being cocky, Spider-Man.
The Kingpin of New York has called together all its captains to play the great game.
You and the Goblin? You are both prey and prize.
Hurk!!!
Whu- what did we do?
Peter needs our help, Dad!
...
Rebooting...

You know what you did.
You caught our attention. Then you dared lay siege to Olympus. You angered the gods.
And for those sins... your lives are forfeit.
And whu-what do you get?
That... is none of your business.
Well, I guess that gives me something to live for then, doesn't it?
HHRUUFFF!
AARGGHH!
THWIP
THWIP

!
Hrmpt!
Not bad, Otto.
I suppose living is for the young, and I am but an old man...
This day has been coming for some time.
What?
Go ahead. Get it over with.
You are going to kill me now, aren't you?
FFFFFF
Of course not. Don't be ridiculous.
Hey...
You okay in there?

Well...
...I'd say this must be my lucky day...
ZZZZZZZ
...but they all are, aren't they?
Boot complete.
Armor's back online.
Don't think, Son. Just act.
LOOK OUT!
ZZZAKKKK

AIIEEEEE!
...
He's still moving. Call for an ambulance.

Minutes later.
Do you think he'll live?
Well...
...he's not dead yet.
What the hell, Harry?
What do you mean? My suit had just come back online. You turned your back...
...then he pulled out a weapon. I did what I had to.
But I didn't feel anything... I...I...
He would have killed you, Peter, and not thought twice about it.
I heard what he said to you. About him and Fisk and god knows whoever else making a game of hunting us.
I'm afraid we're running out of time here. You need to wake up and realize who these people are and what they're willing to do.

My parents are gone because of them. So is your aunt.
And if you think they won't do the same thing to you or me or our families, you're crazy.
But, Harry...
I don't know what you want, Pete.
I didn't make the rules we're playing by.
...
We can't be like them. We're supposed to be heroes. We're supposed to be better than that.
We have to be.
...
You need to know something, Peter: If I'm put to the choice and one of them is about to kill you...
...I will *never* hesitate.

Well... just so you know...
...you're still invited to Christmas.
Sorry.
I've got plans.
Still...I'll get the kids something cool.
Yeah?
Yeah. I'm thinking something spandex.
Harry...you just might be the worst best friend a guy could have.

ULTIMATE
SPIDER-MAN
10

OCTOBER

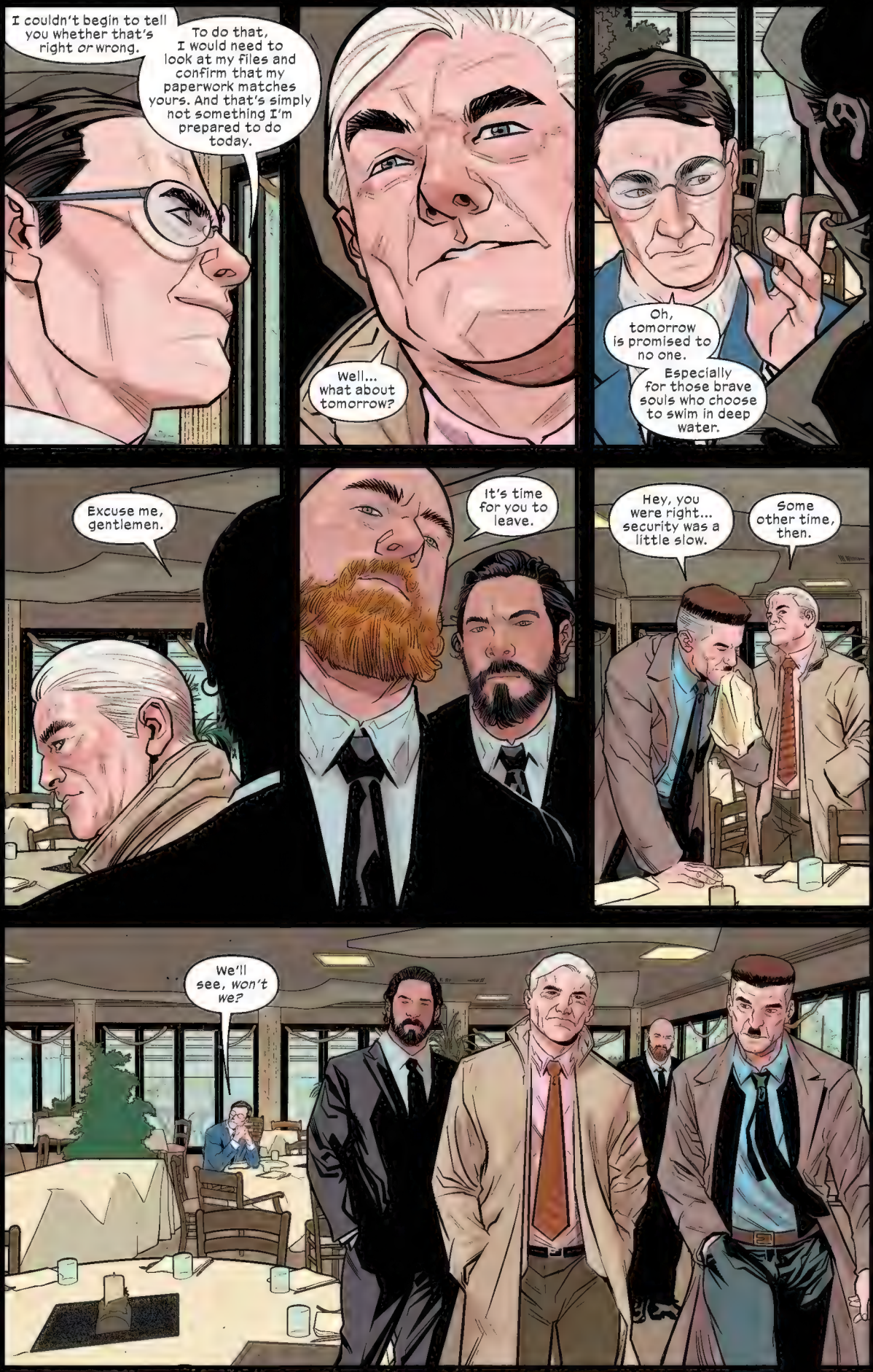
Do I look like a "good news first thing in the mornin'" kinda guy?
Sun goes down, sun comes up...
People change every day, Jonah.
STARDUCKS COFFEE
No they don't, Ben.
Let's have it.
Well, we have a very respectable drive out to Long Island ahead of us.
And why is that bad news?
I see a trip to a golf course in your immediate future.
Hrmpt! You know the devil invented that game, right?
What's the good news?
I know for a fact that a certain *lawyer* is going to be there.
Tee off at 10 a.m. Lunch in the clubhouse at noon.
Nice.
Well done.
STARDUCKS COFFEE

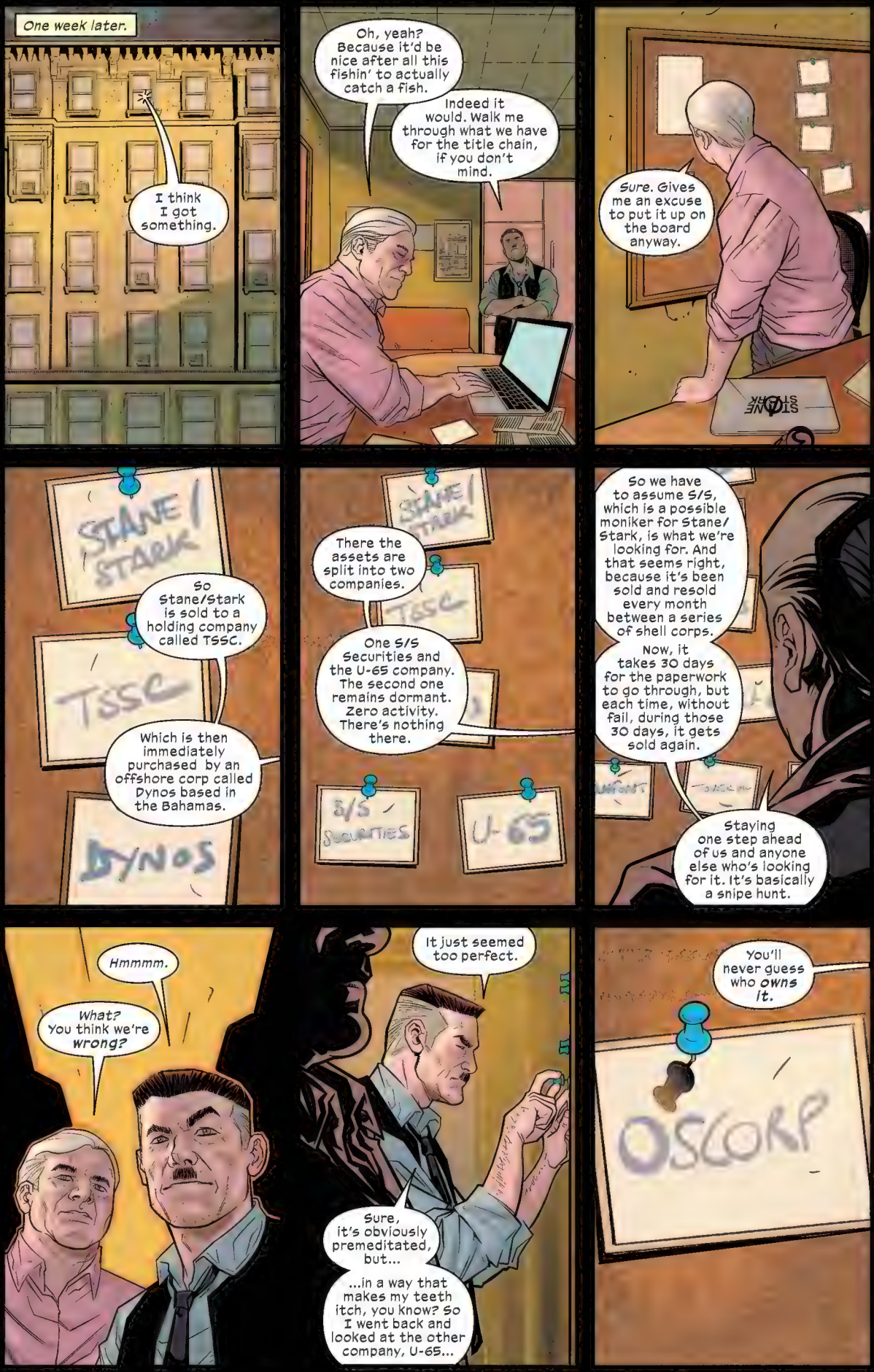
How'd you manage to wrangle that out of the Fisk empire?
Well, after trying to see him for weeks without having any luck...
...I got tired of playing by the rules.
Ah. I know this trick.
The ol' secretary two-step.
The term you're looking for is *personal assistant*, Jonah.
You know, when you're condescending, it makes it harder for me to enjoy the good news.
I'll guess I'll have to make it up to you.
Yeah?
Yeah. How would you feel about a round of golf?

Later.
Long Island.
Mind if we sit?
...
I normally eat alone.
Well, we're not actually here to eat, so...
I mean, we *could* eat, but we don't have that long and I assume service here is a *little slow.*
Actually, the service, along with the food, is excellent.
I do suppose *security* could be *better.* *Who are you gentlemen?*
Mr. Wesley, I'm Ben Parker, this is J. Jonah Jameson. We're with the *Paper.* One of our reporters is currently working on a story, and...
...well, we were hoping you could *help us out.*

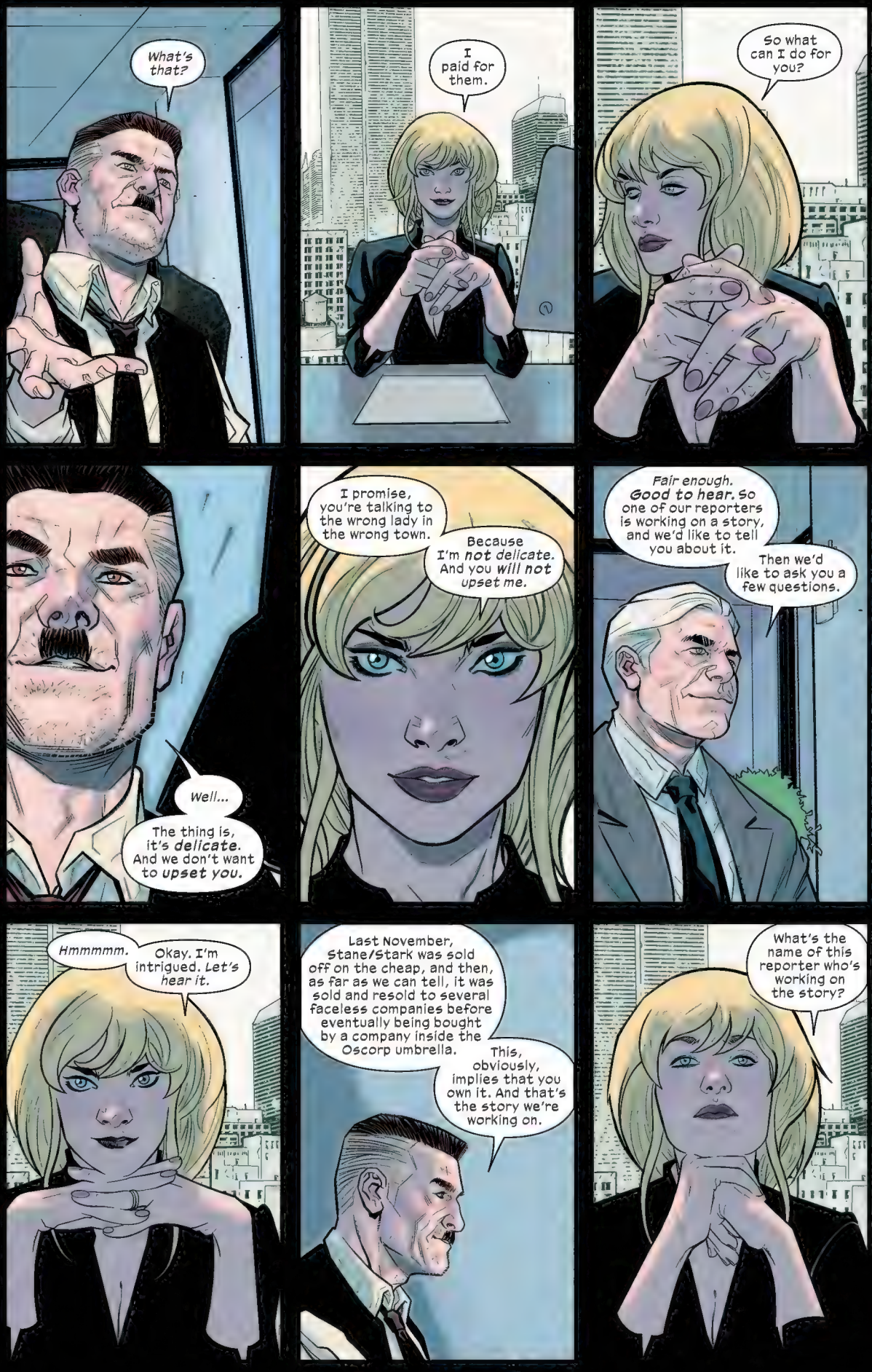
I've seen the *Paper*. It's charming. Congratulations, people seem to like it.
Charming, *huh?*
Sure. What else would you call a G-rated appeal to upper-middle-class recreational revolutionaries?
Look! There go our masked "heroes" soaring through the sky. Maybe...they'll save us all... Maybe--*secretly*--they're just like us?
Like I said: *charming.*
How would you write it?
I think I'd write about where things like that lead...
...and why it's always a bad idea to break things you don't understand.
Well, I am always on the lookout for illumination.
And that's why we're here.
STANE/STARK INDUSTRIE
Corporate Dissolution and Sale
December 14, 2023

And that's your signature, right?
James Wesley
Where'd you get this?
I was asleep one night and dreamed about how I could possibly escape this G-rated, upper-middle-class hell I'm stuck in...
Then when I woke up, it was under my pillow.
This paperwork is authorizing the sale of Stane/Stark to an offshore company that's owned by another offshore company and on and on...
Don't get me wrong, if I have to, I'll follow it all the way to the source--*no matter how long that takes*--but we were hoping you could save us a bit of trouble.
I'm sorry. I can't imagine how I could help.
Think your boss might be willing to?
What I know is that this paperwork appears to tell the story of someone removing themselves from anything having to do with Stane/Stark.
If that's what you're ***really*** looking for, then you need to look somewhere else.
Is that right?


I couldn't begin to tell you whether that's right *or* wrong.
To do that, I would need to look at my files and confirm that my paperwork matches yours. And that's simply not something I'm prepared to do today.
Well... what about tomorrow?
Oh, tomorrow is promised to no one.
Especially for those brave souls who choose to swim in deep water.
Excuse me, gentlemen.
It's time for you to leave.
Hey, you were right... security was a little slow.
Some other time, then.
We'll see, *won't we?*


One week later.
I think I got something.
Oh, yeah? Because it'd be nice after all this fishin' to actually catch a fish.
Indeed it would. Walk me through what we have for the title chain, if you don't mind.
Sure. Gives me an excuse to put it up on the board anyway.
STANE/ STARK
TSSC
DYNOS
So Stane/Stark is sold to a holding company called TSSC.
Which is then immediately purchased by an offshore corp called Dynos based in the Bahamas.
There the assets are split into two companies.
One S/S Securities and the U-65 company. The second one remains dormant. Zero activity. There's nothing there.
S/S SECURITIES
U-65
So we have to assume S/S, which is a possible moniker for Stane/Stark, is what we're looking for. And that seems right, because it's been sold and resold every month between a series of shell corps.
Now, it takes 30 days for the paperwork to go through, but each time, without fail, during those 30 days, it gets sold again.
Staying one step ahead of us and anyone else who's looking for it. It's basically a snipe hunt.
Hmmmm.
What? You think we're wrong?
It just seemed too perfect.
Sure, it's obviously premeditated, but...
...in a way that makes my teeth itch, you know? So I went back and looked at the other company, U-65...
You'll never guess who owns it.
OSCORP

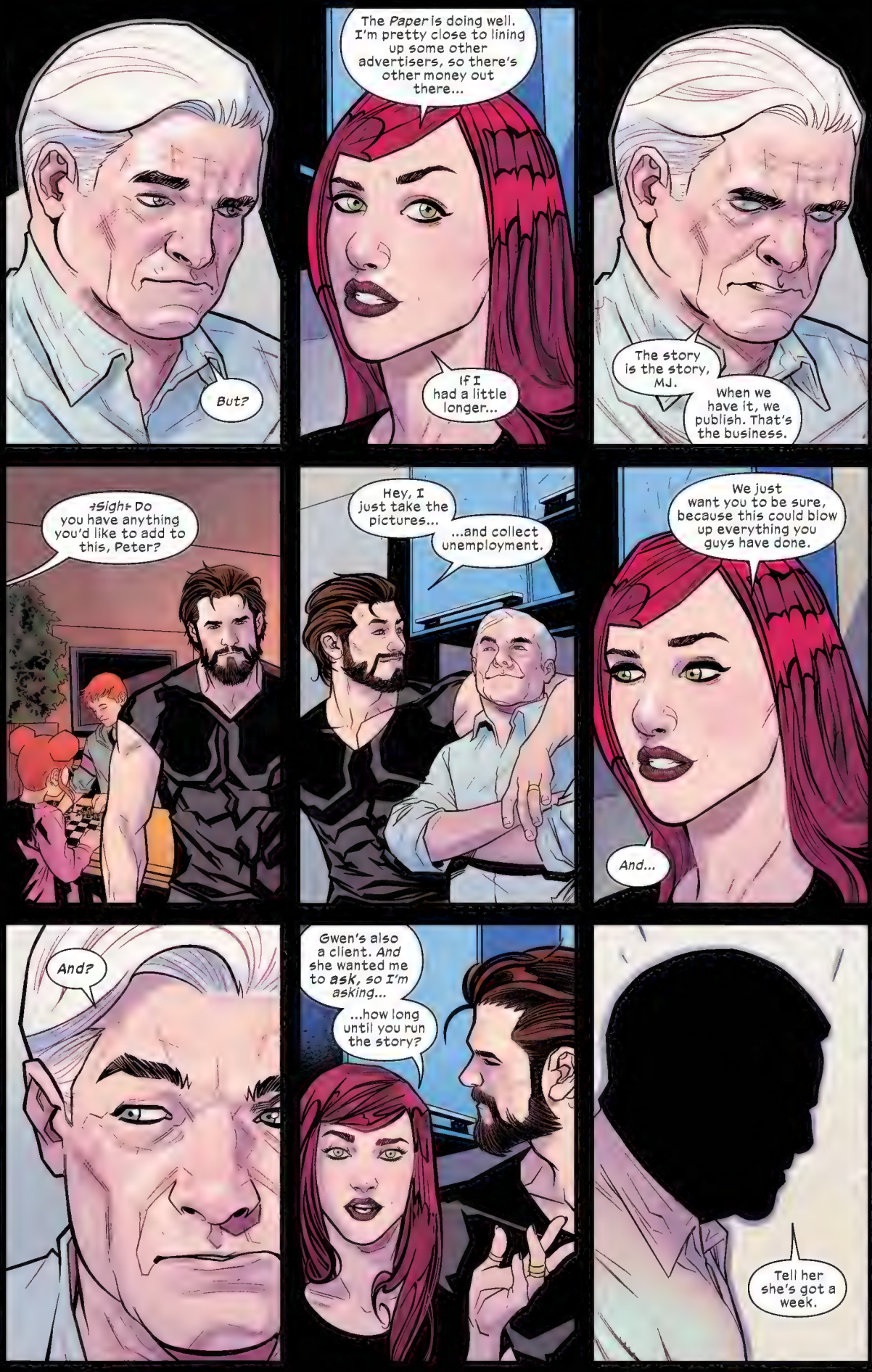
One week later.
OSCORP INDUSTRIES
Your two o'clock is here, ma'am.
Send them in.
Go ahead.
Ah, if it isn't my two favorite reporters on planet Earth.
Sorry you had to wait. Busy, busy. But thanks for being patient.
Now this... is something else.
Ben has an office. I have an office. But now, all of a sudden, it feels like I don't.
Because this...this is an office.
Well, it is nice, but if it makes you feel better, your offices and mine have one major thing in common.


What's that?
I paid for them.
So what can I do for you?
Well...
The thing is, it's *delicate*. And we don't want to *upset you*.
I promise, you're talking to the wrong lady in the wrong town.
Because I'm *not* delicate. And you *will not* upset me.
Fair enough. *Good to hear.* So one of our reporters is working on a story, and we'd like to tell you about it.
Then we'd like to ask you a few questions.
Hmmmmm.
Okay. I'm intrigued. *Let's hear it.*
Last November, Stane/Stark was sold off on the cheap, and then, as far as we can tell, it was sold and resold to several faceless companies before eventually being bought by a company inside the Oscorp umbrella.
This, obviously, implies that you own it. And that's the story we're working on.
What's the name of this reporter who's working on the story?

Well, that's an *interesting question*, no doubt. And we can talk about that, but first...
...we have a *few of our own:*
CLICK
Like who arranged the deal to buy the company?
Why are you working so hard to hide the fact that you own Stane/Stark?
What happened to all that technology?
Why do *all these things* coincide with people suddenly flying through the air in armored suits?
And, finally, we are wondering if you are the one secretly financing all of that?
Care to comment?
...
Sure.
I want my #@&$# money back.

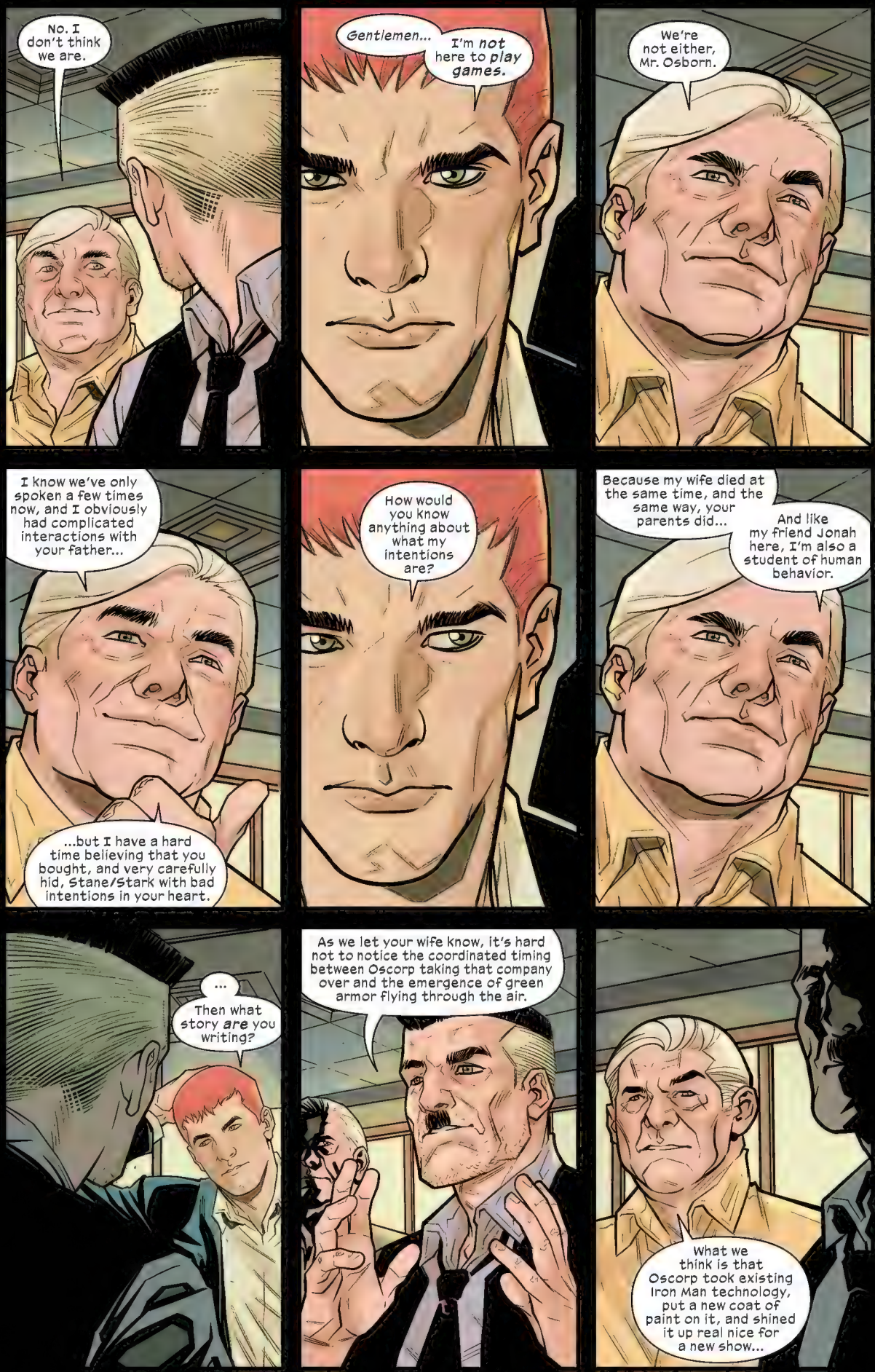
Later.
You sure you wanna move there?
Don't try your mind games on me, young man. I'll have you know that when I was your age, I was the best chess player at my school.
Be careful, Dad...
Richard's gotten really good.
Thanks again for having me over. Family dinner is always the highlight of my week.
Yeah. *Of course.* I know we normally do weekends, but I thought you'd need it...
I'm sure today was a little rough.
And why would you think that?
Gwen called me.
Oh.
That.

Check.
Mate.
Sorry, Dad. You missed my bishop on B7.
I tried to tell you!
Yeah, and I shoulda listened. Good game, kiddo.
Jonah and I are working on a story...*something big.* So naturally, we were following where that story led.
I certainly didn't expect it to lead to her... *but it did.*
Did she tell you what we talked about?
She didn't get into specifics, but she *was not happy.*
Yeah. I did notice that.
I suppose you're concerned because, one, Peter just came on board and now she's threatening to take her money back, and two, she's your friend.
I'm not worried about the money. I am *crushing it.*
And I wouldn't necessarily call her a friend...


But?
The *Paper* is doing well. I'm pretty close to lining up some other advertisers, so there's other money out there...
If I had a little longer...
The story is the story, MJ.
When we have it, we publish. That's the business.
Sigh Do you have anything you'd like to add to this, Peter?
Hey, I just take the pictures...
...and collect unemployment.
We just want you to be sure, because this could blow up everything you guys have done.
And...
And?
Gwen's also a client. *And* she wanted me to **ask**, so *I'm asking...*
...how long until you run the story?
Tell her she's got a week.

Two days later.
Sigh
Hope you can forgive me if this doesn't go well, Peter.
Hello.

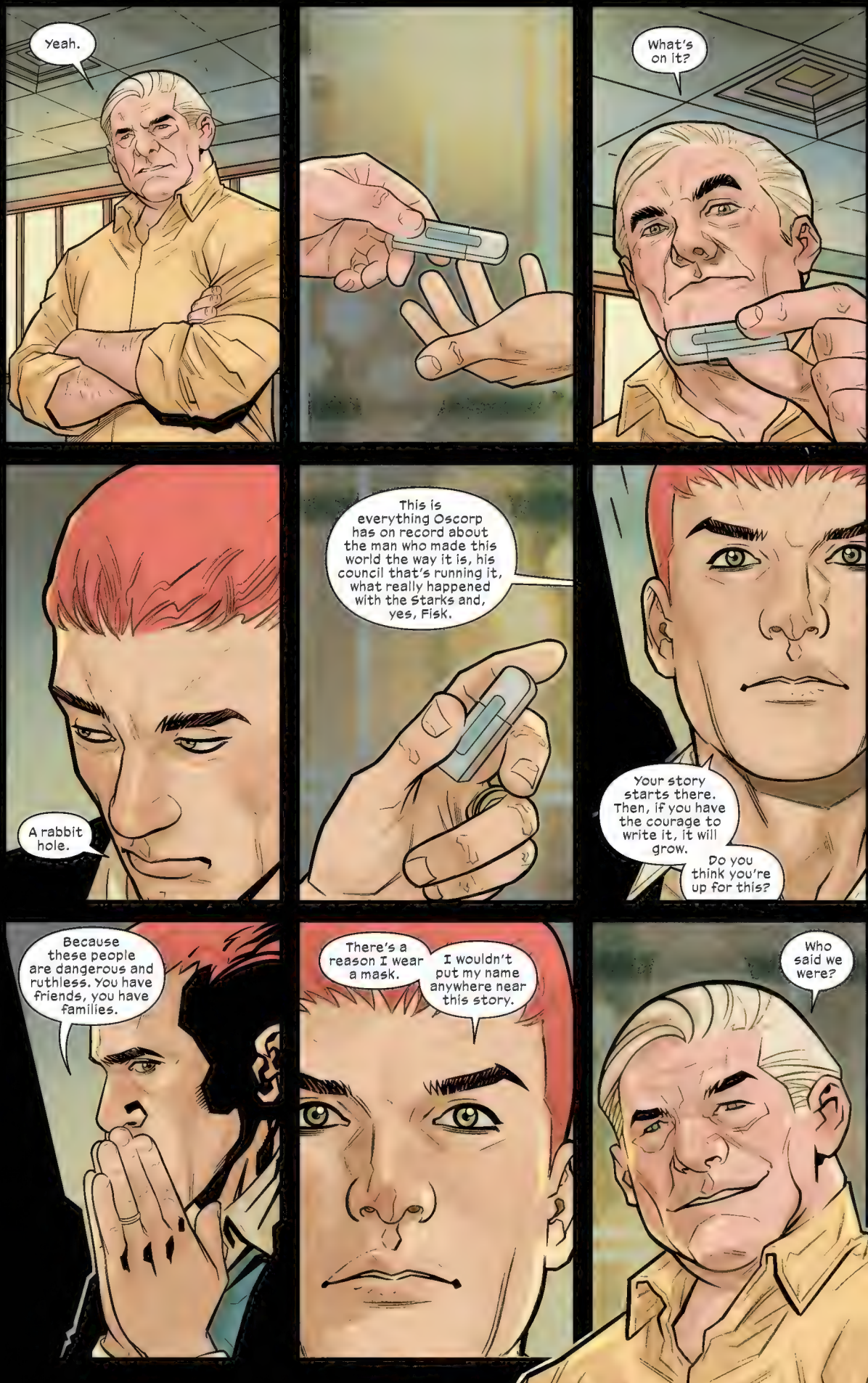
Ahem.
When I told MJ she could tell Gwen that she had a week, I set the over/under at three days before one of you showed up.
Jonah took the under.
Because I'm a student of human nature...
And I know a good bet when I see one.
Fine. I'll ask...
What's that about?
Like this is a game or something...well, if that's how it's gonna be...
Might as well get to it...
What do I need to do for you to not write the story about Oscorp?
And what our company may, or may not, own?
...
Are we writing a story about Oscorp?


No. I don't think we are.
Gentlemen...
I'm not here to play games.
We're not either, Mr. Osborn.
I know we've only spoken a few times now, and I obviously had complicated interactions with your father...
...but I have a hard time believing that you bought, and very carefully hid, Stane/Stark with bad intentions in your heart.
How would you know anything about what my intentions are?
Because my wife died at the same time, and the same way, your parents did...
And like my friend Jonah here, I'm also a student of human behavior.
...
Then what story are you writing?
As we let your wife know, it's hard not to notice the coordinated timing between Oscorp taking that company over and the emergence of green armor flying through the air.
What we think is that Oscorp took existing Iron Man technology, put a new coat of paint on it, and shined it up real nice for a new show...

And more than that...
...I think it's you or your wife who's inside the suit.
...
I suggest you leave my wife out of this.
...
Really?

Yeah. I bet it was your wife.
What can I say? I'm not a sexist.
Enough! Enough with your banter. Enough with your nonsense...
So you've figured out I'm the Goblin...
...which puts me in a dangerous spot. I guess the question is, what am I gonna do about it?
Jonah, it seems Mr. Osborn here thinks we're writing a story about who the Green Goblin is...
Is that what we're doing?
No, Ben. I don't think we are.
Okay, I'm officially tired of this. So...last warning. Stop screwing around...
What are the two of you up to?
Here's our real question:
We now know that Fisk enabled the sale of the company to Oscorp. And we also know that you and your Spider-friend have been waging a two-person war on the Fisk empire.
So why would Fisk sell you the thing you're using to destroy him?

Because he doesn't know that buried deep inside of Stane/Stark was a hidden record of what Fisk...
...and the people who control Fisk... have been up to for decades.
I learned, well...I learned that they're evil. Like, "old as the history of man" evil.
And they have to be stopped.
What is it?
It's funny, I came thinking I was going to have to stop you by any means necessary... or to help you get to the bottom of things...
I thought the latter would be easier, but now I'm scared to give it to you. I didn't think it would be so easy to put all this together the way you have.
Kid, it ain't easy, we just make it look that way.
They're the ones who did it.
They killed my parents.
And they killed your wife.
Peter says I can trust you.
Can I trust you?

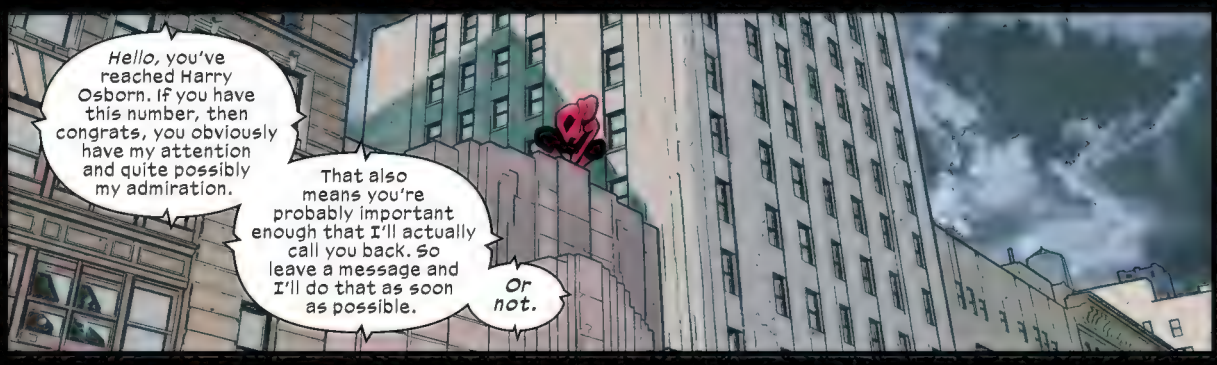

Yeah.
What's on it?
A rabbit hole.
This is everything Oscorp has on record about the man who made this world the way it is, his council that's running it, what really happened with the Starks and, yes, Fisk.
Your story starts there. Then, if you have the courage to write it, it will grow.
Do you think you're up for this?
Because these people are dangerous and ruthless. You have friends, you have families.
There's a reason I wear a mask.
I wouldn't put my name anywhere near this story.
Who said we were?

Later.
TAK TAK TAK TAK TAK
Okay. Done.
Wanna give it the once-over before we publish?
Yeah.
...
You missed a typo here in the eighth paragraph.
And this subject-verb agreement needs to be fixed, but...
...it's good, Jonah.
I know.
Ben...
You sure you're ready to jump off this cliff? I know I am, but I gotta ask...
I'm going over head first, pal. You can follow me down.
Besides, that's the point of us using the byline, right?
Yeah.
A fictional name to hide behind. A fictional newsman to throw 'em off the scent.
Hello, world...
You're about to read the most explosive story in years, and it's brought to you exclusively by the Paper's brand-new, top-secret investigative prodigy.

All right.
Let's run it.
THE PAPER
Newsletter Podcast Search
NEW YORK KINGPIN??
Wilson Fisk runs New York…but who runs Wilson Fisk?
By BEN REILLY

ULTIMATE
SPIDER-MAN
11

Come on. Pick up.


Hello, you've reached Harry Osborn. If you have this number, then congrats, you obviously have my attention and quite possibly my admiration.
That also means you're probably important enough that I'll actually call you back. So leave a message and I'll do that as soon as possible.
Or not.

NOVEMBER

Hey Harry, this is your friendly neighborhood, uh, friend. Again. Just wanted to see if we're still on for today.
I've been here for two hours.
...
Oh, and you need a better message on your voicemail.

Sigh Desperate times, I suppose...
But I'm definitely gonna dial *67 so this weirdo doesn't have my number...
Hello. This is Otto Octavius. Who's calling?
Heeeeeyy Dr. Octavius...
...this is Spider-Man. I'm sure you're busy--sorry to bother--but have you seen Harry?
No, Spider-Man, I haven't. Us mere mortals are not privy to the comings and goings of Mr. Osborn...
And I'm certainly not his keeper.
Oh.
Well, he was supposed to meet me for a stakeout a couple hours ago. Is his suit still in the lab?
No.
Could you track it for me?
I'm sorry you got stood up, Spider-Man, but I'm very busy at the moment.
Pretty please?
...
You're not going to leave me alone until I do, are you?
Nope.
Fine.
Oh, that's odd. You're going to want to see this. His--
Oh! Actually, I gotta run...
...something's going down here so I'll call you back later. Or you can call me.
CLICK
Wait...

"...I don't have your number."
Well, Harry, of all the stakeouts to stand me up on...
CITY BANK
...it just so happens to be one where some real crime ensues.
KRSCH
More fun for me then.

Hey guys, sorry to interrupt your little escapade here...
...and sure, everyone has a problem with banks these days...
...but are guns really the answer?
It's the Spider-Man!
It *is* the Spider-Man...
And *look*, I know transaction fees are out of control. And god forbid you try and cash a check or withdraw your money, but...
...come on, bank robberies never go well. So let's put the weapons down, let these good people go...
...and we can all walk away. Nice and easy...
...or this could go the *other* way.
Why don't you shut up?! You're going to get everyone killed!
Okay. ***Fine.*** You can keep her. But everyone else goes free.
What's it gonna be?

Fire!
Okay...just remember.
THWIP
THWIP
I did warn you.
UNH!

Wow! Are you guys terrible at fighting or am I just getting way better at this?
Either way, I think it's time to...
...wrap this up.
I know. I'm hilarious.
Don't everyone applaud at once.
Hey!
That's enough, Spider-man.
See! You idiot! I told you this was going to happen. You're nothing but--
Quiet! Either we leave with the money, Spider-Man, or she gets one in the head.
Good try. But that's totally against my "save everyone, no matter what" ethos...
So, while it's tempting...
...no dice.
THWIP
THWIP

Mfff!
It appears you've made short work of my men...
I suppose that counts for something.
Whoa. Look at you. Rockin' the man bun.
Don't get me wrong. I understand most of the grief you guys get is just petty jealously from the male-pattern-baldness brigade.
But still...bold choice.
People are gonna love you in jail.
You think you're the man to put me there?
You think I'm not?
Oh, I'm perfectly aware of your impressive abilities, Spider-Man.
It's hard to forget what you and your companion did to my colleague the Black Cat a few weeks ago.
Hard to forget. Impossible to forgive.

...
I didn't mean for that to happen.
And where is your green friend today?
Afraid I'm flying solo on this one.
It's a tough life, being alone.
Me? I never am.
I don't allow it.
!

Hey, what's going on? Why are you--?
Stop that!
Stop! I'm on your side!
No, no, no. You don't get it.
These people work for me now.
Doing the good work of stopping men like you.

Later.
Ooooffff!
Oh.
Hey there.
Hey yourself, Tiger.
Havin' a bad day at work?

Please tell me the kids aren't here.
You're in luck.
They both had something after school.
Thank god. I didn't want them to see how I look and freak out.
Yeah. Maybe worry about me right now.
Right. Well, to start off...
You look amazing today.
Thank you.
And I know all this looks bad, but believe it or not, it was a moral decision.
I could have avoided it, but innocent people might have gotten hurt. So I took the beating.

And, I want to add, I learned a valuable lesson today.
What's that?
Not all women are Mary Jane Watson-Parker. Not even close.
And I'm lucky to have you.
Yeah. That's what my sister used to say. But not in a nice way.
And now you don't even talk to each other.
But *you and I* do.
Absolutely.
Annnnnd I feel like there's something you want to say and I should pay close attention when you do.
Yeah. So I think I've been pretty cool about you becoming the new you.
Like, I think I've taken the threat of violence and an overall looming sense of danger in stride.
...
Agreed.
So what should I do if, say, I'm starting to freak out a little bit?
Because of this?

Sure. And the thousands of photos and hours of video you take for the *Paper*.
Peter, I don't think it's ever come up before, but had you ever even gotten into a fight before all this?
Sure. Flash Thompson. Eighth grade.
How'd that go?
Oh, he beat the @&#% out of me.
It was *terrifying.*
So how are you dealing with it now?
I hate it. I mean, it feels good to stop someone that only someone like me can stop...
...but I don't want to hurt anybody, and I don't want anybody to get hurt.
Which is why you're perfect for this, I suppose.
But...
...do you promise to tell me when I should get scared?
Baby, if I ever come home and tell you it's time to run.
Be ready to run.
But until then... please don't worry.
I'm supposed to be doing this.

You wanna fool around?
...
Oh god. I can't believe I'm saying this, but...
...I've got the--
Ugh! That's right. How could I forget?
When are you supposed to meet Ben?
Now. I honestly just swung home to change.
Okay.
Rain check?
Definitely.

Do I understand you correctly?
You had him?
And you let him go?
No, Kingpin. It was, at best, a stalemate.
It took him less than a minute to defeat almost all my men. So I took the liberty the rabble gave me and withdrew from the conflict.
What about his mind and your formidable feats of persuasion, Mr. Negative?
Did you fear that battle as well?
I can judge will at a glance, Mole Man.
As one measures determination, the Spider would do well in comparison to everyone in this room.
So? You see this man and you must kill him.
Do it in whatever manner you wish, but he must die. For we have been reduced to five from six.
NO.

I have not surrendered my seat, Kraven.
Maybe not yet.
Not ever, Mysterio. The territory will remain in Hardy hands.
Yes, I have new...limitations. But when needed, my daughter Felicia will stand in my place.
What's mine is mine.
WHAM!
No! What's yours belongs to me. Each of you...and all of it.
You rule at my pleasure.
And there are currently...too many rats biting at my feet.
Whatever distractions, plans or agendas you might currently have... stop them all. Now.
"My kingdom is in rebellion.
"And I will not be pleased until there are bodies laid before me."

Memorial Park.
MICHAEL BAILLIE + CHATHERINE CHULEV +
SIMON PHAM + DAVID DEY +
NORMAN OSBORN + MAY PARKER +
RICHARD GORDON + PETER FISH +
ROY KIM + MARK BASSET +
WOON CHANG + MEGAN PORTER +
NATASHA ALCORN + ALAN HALSTED +
MARK HUGHES + RAPHAEL HALE +
DEREK ARIAS + JESSE ZINK +
KATRYNA KEPLER + RYAN SIMETH +
JADEN CANCADO + PAVEL PERIEW +
ADAM O'CONNEL
KEVIN MORELLO +
STAN BETHEA + MARCO PAZ +
RUSSEL STAS + LAUREN HARTO +
BRUCE KEVLAR + OMAR CRAIG +
JAMES GRIFFIN + PETER LEE +
JOSHUA KASPAR + CLARK TOUB +
MEGAN ROLAND + ELLEN GREG +
MASHA REX + GABRIELLE TUITE +
NICOLE MORELLO + JAMES DOWNEY +
JIM JORDAN + TIM WILLIAMS +
JIM MILLER + SHAUN LEE +
GARRETT STAS + EMMA KINNER +
LAURA STONE + PETER GIUNEE +
ROBERT HARRISON + TOMMY MAHILL +
RICHARD GORDON +
ROY KIM + MARK
WOON CHANG + MEG
ISABELLA MANDO + TOMMY DALY +
TOM KEATON + DONALD TOMEY +
LOGAN STAR + JOS MUSTER +
JOE NOVAK + ERIKA MULLER +
FRED ELLINAS + MICHAEL DOE +
GEORGE FRESCO + ALINA MANN +
JASON BROWN +
RESPONSE +
PETER GIBBONS +
STAN MAREK +
MARIA SMITH +
RICO PAZ +
WILLIAM PENNY +
LES DAULTON +
JEFFERSON +
CHRISTIAN +
JEN KING + PATRICK BERGSON +
JESSICA CHAPMAN + JEN KOHA +
JAMES LIEW + ALAN TAN +
WILL HETTEN + MARK HUGHES +
GREG LIN + CHLIE PHAM +
MARVIN LAM + DAVID DEY +
JEFF DEY + PETER BASSET +
NATALIE FISH + ROY TAYLOR +
OWEN STACY + BRUCE MOS
SIMON BABEL + SOLOMON
MARTIN TAYLOR + CHRISTIAN
WILL ROCHON + MA
EDDY DAJUTON +
FISH + PA
MARTIN
DOOP
Hey. Sorry about earlier.
Hey. Sorry about earlier.
What happened? Where were you?
Can't talk about it over the phone. Tell you in person. Where are you now?
Memorial Park.
Okay. I'm headed your way. I'll play you when I'm there.
Hey.

Hey, Peter.
Thanks for coming.
Of course. You sure you don't want to come tomorrow? That's the official date... everyone's going to be here.
The mayor's supposed to speak, and--
I'm not one for the show, kiddo.
Yeah. I know.
I can't believe it's been a year already.
I can.
I get up every morning. I have my coffee. And then ask myself if today's the day I start going through her things. See what's what.
But I can't bring myself to do it. I'm still waiting for her to walk through the door.
I miss her too.
She was some kind of woman.
Yeah. Hey, you know what?
Aunt May would absolutely love what you're doing.
I do.
You think so?

Well, she'd love what you're doing too.
Yeah. She did always like my photos.
She did. But that's not what I'm talking about, Peter.
...
It took me about a week after we figured out who Harry was.
Ben...
I've been wanting to tell you, and--
No. Don't. Don't say it...
And don't ever say it out loud to anyone again.

What?
How many people know?
Six. You make seven. Unless Jonah knows?
No. Not yet. But he's just as good at this as I am.
He'll get there. Eventually.
It's hard to keep a secret, especially when it's such an important one. But keeping it could save your life. Your lives.
You have to try harder, Peter.
Make some changes.
MJ asked me if she should be scared earlier.
What did you tell her?
That I would let her know when she should be.
And you think you'd know when that is? Before the wave crashes over your head?
I think so.
I believe so...

I do know that I'm strong enough now to do something about it if I had to.
Why are you doing it?
Because they're evil. And someone has to stand up to that.
DOOP
Harry's here. I gotta go see what--
Sure.
Go do some good, kiddo.
Hey, Peter.
Yeah?

I'm old. Well, old enough. I've lived a good life. And I've lived long enough to see the woman I loved be buried and gone.
I do miss her, but it was a good life. And I'm fine with whatever happens next.
Can you say that?
...
...
No.
Maybe keep that in mind.

#12 VARIANT BY **PEPE LARRAZ** & **MATTHEW WILSON**

ULTIMATE
SPIDER-MAN
12

DING DONG
Somebody get the door!
On it, Mom.

DECEMBER

Hey, kiddo. Hope we're not late.

Nah, you're right on time.
Party's just getting started.
I see everyone's all dressed for the occasion.
Just like I said...
Christmas sweaters are a requirement for friends and family.
Enough. I'm wearing the hat. This is as friendly as I get.

Huh. A bit of a different crowd this year...
Yeah. Mr. and Mrs. Brock couldn't make it, and then we had a few surprises...
Obviously you know Aunt Anna. She wouldn't miss this for the world.
Of course. Wait...is that Gayle?
Yeah. Big surprise.
Well, your mom does invite her sister every year...
Yeah but, you know, she never comes.
Soooo...that's a good thing. Right?
I dunno, Uncle Ben. I'm just a poor, simple teenager, way outta my depth when it comes to things like complex adult relationships.
MOM! JUST PLEASE DON'T TOUCH ANYTHING! I'VE GOT IT UNDER CONTROL!
Speaking of...
Grandma's back from one of her trips.
Grandma?
Oh. My. Goodness. Madeline Watson. World traveler. Three-time widow. Occasional mother.
How's that going, Richard?
Well. It's Grandma...

I'm just saying, Mary Jane, this is a lot...
But if you don't want my help...
It's fine, Mom. Really. I was trying to keep it simple. Casual finger food.
I might have overdone it.
Hey, Mom, can I play games on your phone?
Sure, May. Just let me know if someone calls.
What I meant was this is a lot for someone who doesn't cook. Won't cook. Can't cook.
Whichever it is.
It was catered, Mom. You just stick it in the oven and heat it up.
It's not a big deal.
And speaking of things that aren't a big deal...
...how long are you planning on staying in town?

Trying to get rid of me already, dear?
Of course not. I'm happy you're here. Very happy. But you didn't tell anyone you were coming and I just want to plan accordingly.
So...do you have any idea *how long* it's going to be?
I haven't really thought about it, Mary Jane.
We'll see what comes up.
...
Let me know when you do.
I'll make sure you're the first person I tell, dear. Anyway...
How's Ben Parker doing? You know, after everything that happened.
He's good. Doing well.
It *looks* that way.
Is he seeing anyone yet?
...
Mom.
Time passes. People need to *move on.*
Have new *experiences.*
Mom. Do not.
Seriously.
Seriously, Mary Jane. I think your food might be *burning.*
#@%@&+!
PETER!

Okay, okay...
It's not that bad. I think I saved it.
Can you put this on the table?
Careful, it's hot.
Hey...
I'll take one of those.
I'm sure you're tired of people offering to help, MJ, and I know you don't need it, but unfortunately, I am *burdened* with incredible *manners*...
So can I do anything?
Thanks, but no, Ben. Putting in the last of it now. So you're free to just enjoy the party.
You know where everything's at?
I do. Drinks are right over there. Hors d'oeuvres are on the table.
White elephant chaos gifts are already in the living room. And...you know, keep an eye out...'cause there are *Watsons everywhere.*
Tell me about it.

BIP
BIP
BIP
Grrrrrr.
BOOOOOP
Losing?
Lost.
Yeah. That's going around.
Do you remember me?
You're Aunt Gayle. Mom's sister. I've seen lots of pictures.
But you don't remember me, do you?
Of course she doesn't. You haven't seen her since she was two.
And don't act like it's on her that she doesn't remember.
RING RING
Gwen Stacy
Mom, Gwen is calling you.
Decline

Just let it go to voicemail.
And go play over there if you don't mind.
Happy you came.
Thanks.
Why?
What do you mean?
You know what I mean. Why show up? Why after all this time? Why?
Can't you just be happy to see me?
I am happy to see you--
And I'm happy to see you too--
--if you can finally apologize for what you did.

...
I don't know what you're talking about, Mary Jane.
Oh. You don't know?
I suppose I could guess what you're talking about, but even then, I'm not sure I'd need to apologize for it.
You don't *think* telling me that I was wasting my life because I married the wrong guy and then saying that having kids was making all those mistakes permanent *isn't* something you need to *apologize for?*
...
I just thought you could have done better.

You think they're ever going to work things out?
You know how it is, Ben-- you do your best and then you let them go.
Hopefully it's for the best, and if it's not, you endure the pain of not being able to save them from it.
How are *you* doing?
Oh, I'm great. *Can't you tell?*
If she can't, some of us sure can.
Speaking of enduring things.
Oh, shush. You know you're happy to see me.
And you're going to love what I got you for Christmas.
Please tell me it's not you moving in with me until you figure out where you're off to next.
It is *exactly* me moving in with you...and spicing things up.
Get ready! Watsons on tilt. Drinks for lunch and doubles in the evening.
How are you able to be this way?
Oh, I just keep going. No matter what.
Tell her, Ben. *You know.* Eventually you gotta get up and get back on that horse.

Yeah. Well...
...I just hope MJ and Gayle work things out.
Me too. Because she needs her.
Gayle's getting divorced.
When did that happen?
Not sure exactly. She doesn't want to talk about it much.
I just found out last week.
Woof. Divorce. Never fun. Now, I'm not one to give unsolicited advice...
Uh-huh.
...but having experience with being divorced--as well as being a widow...
...I do know that they both have the same solution...
That right?
Yes, Ben. They do. Lie down for a while, have a good cry, but like I said--sooner or later...
...you gotta get back on that horse.

Unbelievable.
First, my mother...the nerve of her.
Just showing up with no warning, no heads-up, and then acting like she's the one who's put out?
Let me tell you...I don't even want to think about where that could lead...
But Gayle?
We haven't talked--*really talked*--in years, and she's spouting the same garbage that...
Honestly, I don't know that I want to get past it. Forgive and forget? *Not likely.*
But if that's the case, why did I invite her? *Why do I always invite her?*
+Sigh+
Because I don't want it to be this way. And I have to hope for something better, right?
Yeah. Of course.
Thanks. You're the best.

Hey, kiddo...how you doin'?
Pretty good.
I finished your book.
Ha! So...
Great? Or really great?
Well, I have questions.
Do you now?
Specifically about chapter 14.
Ah, chapter 14--"Finding Love in the Big City." One of my favorites.
You got any experience with that?
Absolutely none.
Sure. I get it. Hard to get any experience when it's *lack* of experience that's keeping you from having any.
Normally, with a smart and good-looking kid like yourself, I'd tell you not to worry about it. Just give it time.
But should an opportunity arise, might I suggest chapter 17?
Chapter 17...
"I Don't Know ♯#@%... but I Sure Act Like I Do"?
First. Watch your language.
Second. Absolutely. The ol' "fake it till you make it."
It's a gamble, but what isn't? *Right?*
Right.
It's a pretty helpful book, isn't it?
Yeah. Thanks again.
No problem. Maybe spread the word. I still have inventory.

Come with me.
Mr. Grant
I want to be clear about something. I love you, but this nonsense between us has to stop. I *want* it to stop...
But you have to meet me halfway. Deal?
...
I could do that.
So spill it. Why are you here? Why now?
...
I found out Douglas has been having an affair. I'm getting divorced.
#@$%!
Can you fix--?
I've added it all up. Thought about seeing if I could save things. Find some way to work it out...
Then I found out it's been going on for a couple of years. Several years. And people knew.
#@$%!

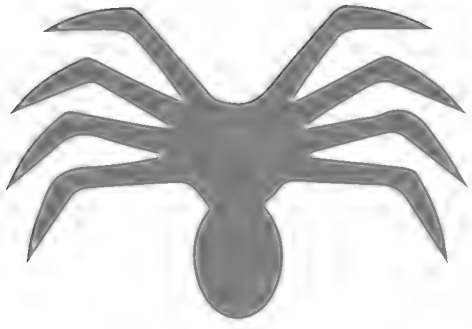
Are you gonna kill 'em? 'Cause if you are, I could help.
You know, dig a hole. Not in the committing of the actual act. *Maybe I could drive.*
I don't know what I'm going to do. I'm so angry and embarrassed.
Mom! She's calling again.
Just ignore it, honey. I'll call her back when I'm done.
Okay.
So...I get it now. You came here because you needed support.
Hmmm?
Support. A shoulder to cry on. Someone to talk to.
No.
No?
I came here because with as bad as things were for me, I just wanted to feel better.
So I figured I'd come check out your whole... situation.

You know, compare what I'm going through to your perfectly normal, perfectly average, bore-me-to-death existence.
...
What is *wrong* with you?
Haven't you been paying attention? *Plenty.*
But turns out the joke's on me.
I knew your job was going well, but...
Your kids are amazing. And sure, as much as I didn't care for you settling for Peter, I have to say... there is something different about him.
I just thought boring was the worst thing someone could be and that you deserved a more exciting life.
What I wouldn't give for boring right now.
If you think this is in any way an apology for year after year of unacceptable behavior...
...it is *not.*

Is that really all you want from me?
An apology? Fine...
sorry.
Well, I'm also kinda wondering if you ever signed your prenup.
I did not.
Good for you.
...
I really am sorry. I know I've been awful.
I forgive you.
But don't do it again.

Here you go. Happy holidays, pal.
You always know just what to get me.
I noticed you chatting with MJ's mom.
And Anna.
Hmmmm.
What about it?
Fine-looking woman.
You think she'd fancy a guy like me?
Of course she would. I was thinkin' about askin' her out.
You think I should ask her out?
...
Absolutely.
Well, I just might do that.
I know it started off rough, pal, but this just might be the perfect end to a very good year.
No, Jonah... all things considered...

...I'd say it was a great year.

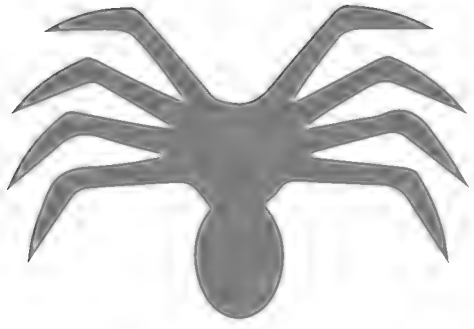


"**Happiness** is being surrounded by the people you love."

Mom! She's calling again!
Excuse me for a second.
Hello? Gwen?
Oh god, finally. Why haven't you been picking up? I'm losing my mind here. Is Peter there? Does he know whe--?
Hold on.
Peter!
Something's up.
Okay, Gwen...you're on speaker. What's going on.
I'm at our house for the holidays. I had a meeting out of town, so I came straight here, and Harry was supposed to drive up, but he didn't show up.
That was six days ago, and I can't reach him.
Does Peter have any idea where he is?

Peter?
Peter. Did you hear what Gwen was saying?
Do you know where Harry is?
Peter?
What th--
Oh my god... You're...
You're not Peter.
Who... Where is...
What have you done?

Where is he? Answer me! Why won't--?
Hey! Where is my husband? Tell me!
Say something!
Merry Christmas.



"**Fear** is knowing it can all be taken away."

EPILOGUE

#7 VARIANT BY **DOALY**

#8 VARIANT BY **LEE GARBETT** & **DEAN WHITE**

#9 CONNECTING VARIANT BY
WES CRAIG & **JASON WORDIE**

#9 VARIANT BY
ANAND RAMCHERON & **CECI de la CRUZ**

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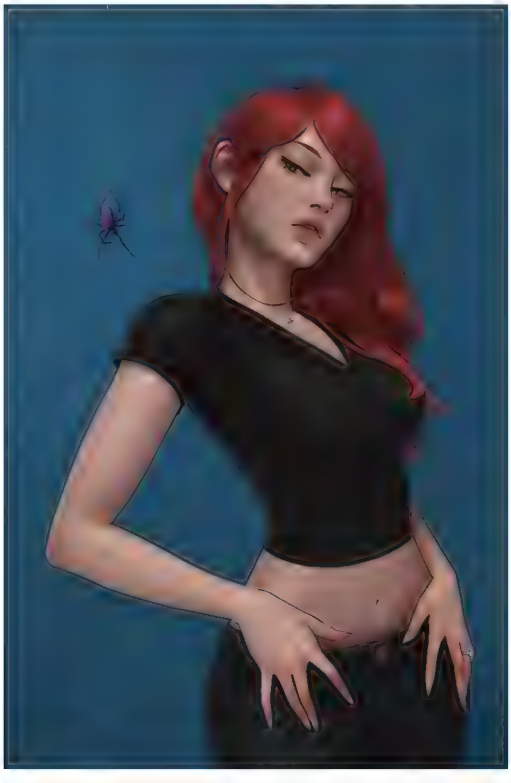

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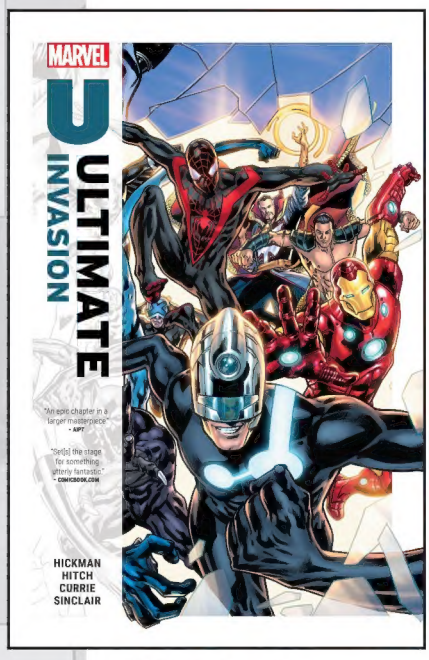

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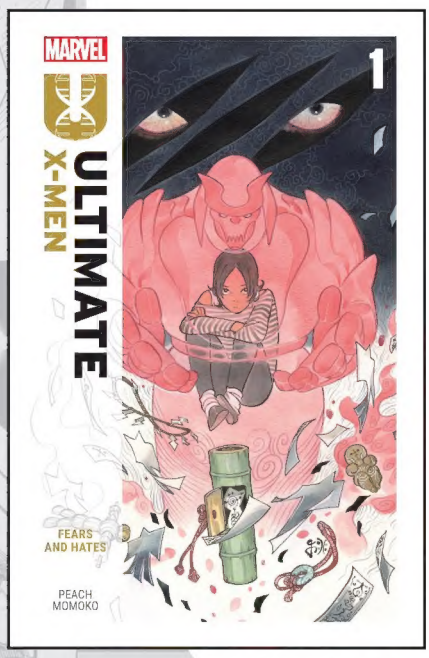

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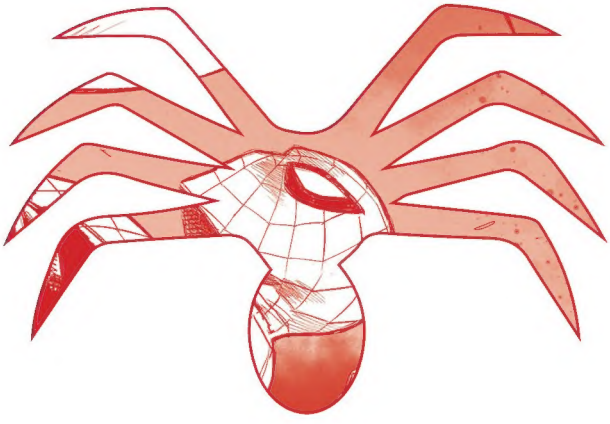

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